

**ARTICLES OF INCORPORATION
FAIRWAYS OF WHISPERING PINES CONDOMINIUM ASSOCIATION**

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION – NONPROFIT

for

FAIRWAYS OF WHISPERING PINES CONDOMINIUM ASSOCIATION

ID NUMBER: 753516

received by facsimile transmission on April 1, 1999 is hereby endorsed

Filed on April 1, 1999 by the Administrator.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 1st day
of April, 1999.*

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



**NON-PROFIT
ARTICLES OF INCORPORATION**

FAIRWAYS OF WHISPERING PINES CONDOMINIUM ASSOCIATION

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a nonprofit corporation under the provisions of Act No. 162 of the Public Acts of 1982, as follows:

ARTICLE I

NAME

The name of the corporation is **FAIRWAYS OF WHISPERING PINES CONDOMINIUM ASSOCIATION.**

ARTICLE II

PURPOSES

The purposes for which the corporation is formed are as follows:

(a) To manage and administer the affairs of and to maintain **FAIRWAYS OF WHISPERING PINES CONDOMINIUM**, a condominium (the "Condominium")

(b) To levy and collect assessments against and from the members of the corporation and to use the proceeds thereof for the purposes of the corporation;

(c) To carry insurance and to collect and allocate the proceeds thereof;

(d) To rebuild improvements after casualty;

(e) To contract for and employ persons, firms or corporations to assist in management, operation, maintenance and administration of said Condominium;

(f) To make and enforce reasonable regulations concerning the use and enjoyment of said Condominium;

(g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease (as landlord or tenant) any real and personal property, including but not limited to, any Unit in the Condominium, any easements or licenses or any other real property, whether or not

contiguous to the Condominium, for the purpose of providing benefit to the members of the corporation and in furtherance of any of the purposes of the corporation:

(h) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien;

(i) To enforce the provisions of the Master Deed and Bylaws of the Condominium and of these Articles of Incorporation and such Bylaws and rules and regulations of this corporation as may hereinafter be adopted;

(j) To do anything required of or permitted to it as administrator of said Condominium by the Condominium Master Deed or Bylaws or by Act No. 59 of the Public Acts of 1978, as amended and;

(k) In general, in connection with the foregoing purposes set forth in Article II, Sections (a) through (j), to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of said Condominium and to the accomplishment of any of the purposes set forth in Article II, Sections (a) through (j), above.

ARTICLE III

ADDRESS

Address of the first registered office is 719 East Grand River, Brighton, Michigan 48116.

ARTICLE IV

RESIDENT AGENT

The name of the first resident agent is Mark Adler.

ARTICLE V

INCORPORATOR

The name of the incorporator is GREGORY J. GAMALSKI and his place of business is 28400 Northwestern Highway, Third Floor Essex Centre, Southfield, Michigan 48034.

ARTICLE VI

BASIS OF ORGANIZATION AND ASSETS

Said corporation is organized upon a non-stock, membership basis.

The value of assets which said corporation possesses is:

Real Property: None

Personal Property: None

Said corporation is to be financed under the following general plan: Assessment of Members

ARTICLE VII

EXISTENCE

The term of corporate existence is perpetual.

ARTICLE VIII

MEMBERSHIP AND VOTING

The qualifications of members, the manner of their admission to the corporation, the termination of membership and voting by such members shall be as follows:

(a) The Developer of the Condominium and each Co-owner of a Unit in the Condominium shall be members of the corporation and no other person or entity shall be entitled to membership; except that the subscriber shall be a member of the corporation until such time as his membership shall terminate, as hereinafter provided.

(b) Membership in the corporation (except with respect to the incorporator, who shall cease to be a member upon the recording of the Master Deed) shall be established by acquisition of fee simple title to a Unit in the Condominium and by recording with the Register of Deeds of Livingston County, Michigan, a deed or other instrument establishing a change of record title to such unit and the furnishing of evidence of same satisfactory to the corporation (except that the Developer of the Condominium shall become a member immediately upon establishment and the Condominium) the new Co-owner thereby becoming a member of the corporation and the membership of the prior Co-owner thereby being terminated. The Developer's membership shall continue until no Units remain to be created in the Condominium and until the Developer no longer owns any Units in the Condominium.

(c) The share of a member in the funds and assets of the corporation cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to Owner's Unit in the Condominium.

(d) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The First Board of Directors shall consist of the following persons:

Mark Adler
Paula Hepp
Edward Schrock

ARTICLE X

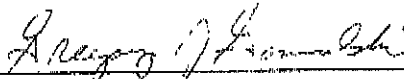
LIMITATION OF LIABILITY OF DIRECTORS AND VOLUNTEERS

No volunteer director or officer, as that term is defined in Act 162, Public Acts of 1982, as amended ("Act"), shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, provided that the foregoing shall not eliminate the liability of a director or officer for any of the following: (i) breach of the director's or officer's duty of loyalty to the corporation or its members; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Section 551(1) of the Act; (iv) a transaction from which the director or officer derived an improper personal benefit; or (v) an act or omission that is grossly negligent. If the act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended Act. No amendment or repeal of this Article IX shall apply to or have any effect on the liability of any director or officer of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

As provided under MCL 450.2209, and 1996 Public Act 397 the corporation will assume liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer which occurred after the date of these Articles if all of the following conditions are met: (i) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (ii) the volunteer was acting in good faith, (iii) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; (iv) the volunteer's conduct was not an intentional tort, and (v) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle

for which tort liability may be imposed as provided in Section 3135 of the insurance code of 1956, 1956 Public Act 218, being MCL 500.3135.

Signed this 31th day of March, 1999.



GREGORY J. GAMALSKI, Incorporator

When filed, return to:

GREGORY J. GAMALSKI, ESQ.
MADDIN, HAUSER, WARTELL, ROTH,
HELLER & PESSES, P.C.
Third Floor Essex Centre
28400 Northwestern Highway
Southfield, Michigan 48034
(248) 827-1893

161337

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FAIRWAYS OF WHISPERING PINES CONDOMINIUM ASSOCIATION**

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This Is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

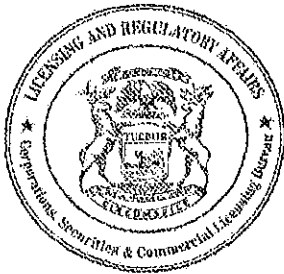
FAIRWAYS OF WHISPERING PINES CONDOMINIUM ASSOCIATION

ID NUMBER: 753516

received by facsimile transmission on August 22, 2016 is hereby endorsed.

Filed on August 24, 2016 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of August, 2016.

Julia Dale

**Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau**

MBCS/CD 515 (Rev. 1/15)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a
subsequent effective date within 90 days after received
date is stated in the document.

Name

Stephen M. Guerra

Address

30140 Orchard Lake Road

City

State

Zip Code

Farmington Hills**MI****48334**

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**For use by Domestic Profit and Nonprofit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: **Fairways of Whispering Pines Condominium Association**

2. The identification number assigned by the Bureau is:

753516

3. Articles II and X are deleted in their entirety and New Articles II, X, XI and XII are added as follows:

SEE ATTACHED ADDENDUM.

6. Nonprofit corporation only: Member, shareholder, or board approval

The foregoing amendment to the Articles of Incorporation was duly adopted on 25th day of

July, 2016 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- ☒ members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- ☐ written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- ☐ directors at a meeting in accordance with Section 611(2) of the Act.
- ☐ written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations	
Signed this	<u>10th</u> day of <u>August</u> , 2016
By	<u>Mary Shauger</u> (Signature of President, Vice-President, Chairperson or Vice-Chairperson)
<u>Mary Shauger</u> (Type or Print Name)	<u>President</u> (Type or Print Title)

ARTICLE II

Purpose

The purposes for which the Corporation is organized are:

1. Management and Administration. To manage and administer the affairs of and maintenance of Fairways of Whispering Pines Condominium (the "Condominium") and the Common Elements thereof, all to the extent set forth in the Condominium Documents for the Condominium.
2. Collecting Assessments. To collect assessments from the members of the corporation and to use the proceeds thereof for the purposes of the corporation.
3. Insurance. To carry insurance and collect and allocate the proceeds thereof.
4. Rebuild Improvements. To rebuild improvements after casualty, subject to the terms of the Condominium Documents.
5. Contract and Employ Persons. To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Condominium.
6. Real or Personal Property. To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property (including any Unit in the Condominium and any easements, rights-of-way and licenses) on behalf of the corporation in furtherance of any of the purposes of the corporation.
7. Borrow Money. To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Corporation, and to secure the same by mortgage, pledge, or other lien on property owned by the Corporation; provided, however, that any such action shall also be approved by affirmative vote of a majority of all members entitled to vote.
8. Assign Right to Future Income. To assign its right to future income, including the right to receive member assessment payments.
9. Rules and Regulations. To make rules and regulations in accordance with Article VI, Section 11 of the Condominium Bylaws.
10. Committees. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Condominium and to delegate to such committees, or any specific Officers or Directors of the Corporation any functions or responsibilities which are not by law or the Condominium Documents required to be performed by the Board.
11. Enforce Documents. To enforce the provisions of the Condominium Documents.
12. Administrator. To do anything required of or permitted to the Corporation as administrator of the Condominium under the Condominium Documents.

13. General. In general, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, repair, replacement and operation of the Condominium and the Corporation.

ARTICLE X

Claims against Volunteers; Assumption of Volunteer Liability by the Corporation

1. Claims against Volunteers. Under all circumstances except those listed immediately below, no person or entity shall bring or maintain a claim for monetary damages against a volunteer director, volunteer officer, or other volunteer of the Corporation for a volunteer director, volunteer officer, or other volunteer's acts or omissions. Any such claim shall be brought and maintained against the Corporation. This provision cannot eliminate liability for:

(a) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;

(b) Intentional infliction of harm on the corporation, its shareholders, or members;

(c) A violation of section 551;

(d) An intentional criminal act;

(e) A liability imposed under section 497(a).

2. Assumption of Volunteer Liability. The Corporation shall assume, pay for, and undertake all obligations and liability for any and all acts or omissions of its volunteer directors, volunteer officers, or other volunteers, if all of the following are met:

(a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

(b) The volunteer was acting in good faith.

(c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

(d) The volunteer's conduct was not an intentional tort.

(e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

ARTICLE XI

Indemnification

In addition to the provisions of Article X, the Corporation may indemnify its volunteer directors, volunteer officers, volunteers, individuals, or persons in the following manner:

1. Individuals. The Corporation shall indemnify every Director, officer and volunteer of the Association against all expenses and liabilities, including reasonable attorney fees and amounts paid in settlement incurred by or imposed upon the Director, officer or volunteer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director, officer or volunteer may be a party or in which they may become by reason of their being or having been a Director, officer or volunteer of the Corporation, whether or not they are a Director, officer or volunteer at the time such expenses are incurred, if the person acted in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was lawful; provided, however, that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been finally adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that a court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

2. Expenses. To the extent that a Director, officer, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein, and indemnification is granted, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith and in any action, suit or proceeding brought to enforce the indemnification provided for herein.

3. Determination of Right to Indemnification. Except in a situation governed by Section 2, any indemnification under Section 1 (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Director, officer, or volunteer is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by a majority vote of Directors acting at a meeting at which a quorum consisting of Directors who were not parties to such action, suit, or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation), in a written opinion, or (c) if such a quorum is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action (such committee shall consist of not less than two (2) disinterested Directors), or (d) by the shareholders or members.

4. Advance Payment of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, officer, or volunteer to repay such amount unless it shall ultimately be determined that he is entitled to

be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

5. Rights Not Exclusive. The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled as a matter of law or under the Articles of Incorporation, these Bylaws, or any contractual agreement. However, the total amount of expenses for indemnification from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article shall continue as to a person who has ceased to be a Director, officer, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

6. Directors and Officers Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a unpaid, volunteer Director, officer, or volunteer of another corporation (whether nonprofit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Michigan Nonprofit Corporation Act.

To the extent that any provision of this Article XI conflicts with the provisions of Article X, the provisions of Article X shall be controlling.

ARTICLE XII

Action without Meeting

Any action that may be taken at a Corporation meeting (except for voting on questions or proposals where the full question, proposal or choice is not yet known) may be taken without a meeting by written vote or ballot of the Members or Directors, as the case may be. Written votes or ballots shall be solicited in the same manner as provided in these Bylaws for the giving of notice of Corporation meetings. Such solicitations shall specify: (a) the proposed action; (b) that the Member has the opportunity to vote for or against any such proposed action; (c) the number of responses needed to meet the quorum requirements; (d) the percentage of approvals necessary to approve the action; and (e) the time by which written votes must be received in order to be counted. The form of written vote or ballot shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the Member specifies a choice, the vote shall be cast in accordance with the Member's specification. Approval by written vote or ballot shall be constituted by receipt, within the time period specified in the solicitation, of: (i) a number of written votes or ballots which equals or exceeds the quorum that would be required if the action were taken at a meeting; and (ii) a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting.