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MI DEPT. OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEV. BUREAU

ARTICLES OF INCORPORATION
OF
MISTY RIDGE ESTATES ASSOCIATION

759-197

Administrator
MI DEPT. OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

These Articles of Incorporation are signed by the Incorporator for the purpose of forming a nonprofit corporation pursuant to the provisions of Act 162 of the Public Acts of 1982, as follows:

ARTICLE I

The name of the corporation is: Misty Ridge Estates Association.

ARTICLE II

The purpose or purposes for which the corporation is organized are as follows:

(a) To manage and administer the affairs of and to maintain a subdivision development in Byron Township, Kent County, Michigan, to be known as Misty Ridge Estates, all appurtenances thereto, and property and easements thereof (the "Development");

(b) To levy and collect assessments against and from the members of the corporation and to use the proceeds therefrom for the purposes of the corporation, and to enforce assessments through liens and foreclosure proceedings where appropriate;

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

(d) To contract for and employ, and to discharge, persons or business entities to assist in the management, operation, maintenance and administration of the Development;

(e) To make reasonable rules and regulations governing the use and enjoyment of the Development by members and their tenants, guests, employees, invitees, families and pets and to enforce such rules and regulations by all legal methods, including, without limitation, imposing fines and late payment charges, or instituting eviction or legal proceedings;

(f) 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 the corporation's property; provided, however, that any such action shall be subject to limitation in amount and to voter approval as provided in the Development's Bylaws;

(g) To enforce the provisions of the Declaration of Covenants, Restrictions and Conditions for Misty Ridge Estates and of these Articles of Incorporation and such Bylaws, rules and regulations of this corporation as may hereafter be adopted, and to sue on behalf of the Development or the members and to assert, defend or settle claims on behalf of the members with respect to the Development; and

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(h) To own, maintain and improve, and to buy, sell, convey, assign, transfer, mortgage or lease (as landlord or tenant), or otherwise deal in any real or personal property, to benefit the members of the corporation and to further any of the purposes of the corporation;

(i) In connection with any of the foregoing purposes, 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 the Development and to the accomplishment of any of the purposes thereof not forbidden, and with all powers conferred upon nonprofit corporations by the laws of the State of Michigan.

ARTICLE III

The corporation is organized upon a nonstock basis.

The amount of assets which the corporation possesses is: Real Property - None; Personal Property - None.

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

ARTICLE IV

Said corporation is organized on a membership basis.

ARTICLE V

The address of the initial registered office is:

5621 South Division
Grand Rapids, MI 49548

The name of the initial resident agent at the registered office is:

Roland E. Johnson

ARTICLE VI

The names and address of the Incorporators are as follows:

Roland E. Johnson
Almer L. Dieterman
5621 South Division
Grand Rapids, MI 49548

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ARTICLE VII

The term of this corporation shall be perpetual.

ARTICLE VIII

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

(a) Each owner (including the Developer) of a lot in the Development shall be a member of the corporation, and no other person or entity shall be entitled to membership; except that the Incorporator shall be sole member of the corporation until such time as the Developer becomes a member as hereinafter provided, at which time the Incorporator's membership shall terminate.

(b) Membership in the corporation (except with respect to the Incorporator, who shall cease to be a member upon the qualification for membership of any owner) shall be established by the acquisition of legal or equitable title to a lot within the Development and by recording with the Register of Deeds in the County where the Development is located, a deed or other instrument evidencing such title, and the furnishing of evidence of same, satisfactory to the corporation (except that the Developer of the Development shall become a member immediately upon establishing the Development), the new owner thereby becoming a member of the corporation, and the membership of the prior owner of such unit thereby being terminated.

(c) Neither membership nor the share of the member in the funds and assets of the corporation can be assigned, pledged or transferred in any manner, except as an appurtenance to a lot in the Development.

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

ARTICLE IX

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors, or any class of them, or between this corporation and its members, or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor, or member of the corporation, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the members or class of members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing seventy-five percent (75%) in value of the creditors or class of creditors, or of the members or class of members, to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a

reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all of the members or class of members, and also on this corporation.

ARTICLE X

Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing

ARTICLE XI

A contract or other transaction between this corporation and one or more of its directors or officers, or between this corporation and another corporation, firm or association of any type or kind, in which one or more of this corporation's directors or officers are directors or officers, or are otherwise interested, is not void or voidable solely because of such common directorship, officership or interest, or solely because such directors are present at the meeting of the board or committee thereof which authorizes or approves the contract or transaction, or solely because their votes are counted for such purpose if:

(a) The contract or other transaction is fair and reasonable to this corporation when it is authorized, approved or ratified; or

(b) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or known to the board or committee, and the board or committee authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director; or

(c) The material facts as to the director's or officer's relationship or interest as to the contract or transaction are disclosed or known to the members, and they authorize, approve or ratify the contract or transaction.

ARTICLE XII

No voluntary member of the Board of Directors shall be personally liable to the corporation or its members for monetary damages for a breach of the Board member's fiduciary duties. However, this Article XII shall not eliminate or limit the liability of a Board member for any of the following:

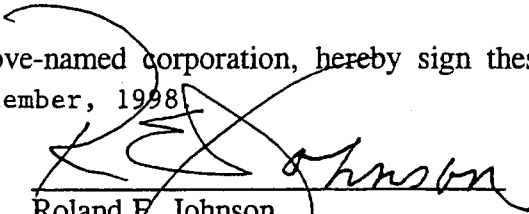
- (a) A breach of the Board member's duty of loyalty to the corporation or to its members.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act.
- (d) A transaction from which the Board member derived an improper personal benefit.
- (e) An act or omission occurring before the corporation's incorporation.
- (f) An act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer Board member occurring on and after the date of the corporation's incorporation.

ARTICLE XIII

These Articles of Incorporation may be amended, altered, changed or repealed only by the affirmative vote of not less than seventy-five percent (75%) of the entire membership of the corporation; provided, that in no event shall any amendment make changes in the qualification for membership or the voting rights of members without the unanimous consent of the membership.

We, the Incorporators of the above-named corporation, hereby sign these Articles of Incorporation on this 11th day of September, 1998.


Roland E. Johnson


Almer L. Dieterman