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MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

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Date Received **RECEIVED**

JUL 28 1997

~~JUL 28 1997~~
EFFECTIVE DATE:

~~JUL 28 1997~~

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

MI Dept. of Consumer & Industry Services
Corporation, Securities & Land Development Bureau

CORPORATION IDENTIFICATION NUMBER: 749-223

ARTICLES OF INCORPORATION
For use by Domestic Non-Profit Corporations

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned persons execute the following Certificate:

ARTICLE I

The name of the corporation is: ROLLING OAKS HOMEOWNERS' ASSOCIATION

ARTICLE II

The purpose or purposes for which the corporation is formed are:

- (a) To own, maintain, and improve, and to buy, sell, convey, assign, mortgage or lease (as landlord or tenant) any real or personal property, for the purpose of providing benefit to the members of the corporation, and in furtherance of any purpose of the corporation;
- (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 owned by the corporation, if any, after casualty;
- (e) To finance and construct improvements to the land owned by or dedicated to the corporation;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the land owned by or dedicated to the corporation;
- (g) To borrow money and issue evidence of indebtedness in furtherance of any or all purposes of the corporation, and to secure the same by mortgage, pledge or lien;
- (h) To administer and enforce the provisions of the Amended Building and Use Restrictions for Rolling Oaks Subdivision, as recorded in Liber 1724, Pages 247 through 251, Livingston County Records and as amended from time to time (the "Declaration") and the Building and Use Restrictions for future phases of Rolling Oaks Subdivision (i.e. Rolling Oaks Subdivision No. 2) (the "Future Declaration");
- (i) To administer and enforce the provisions of the Rolling Oaks Sub Drainage Detention Basin Agreement, as recorded in Liber 1768, Pages 34 through 39, Livingston County Records and as amended from time to time (the "Basin Agreement");

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- (j) To operate an Architectural Control Committee pursuant to the Declaration and/or Future Declaration;
 - (k) To perform any act or to undertake any activity which relates to the maintenance of the roads or any other improvement located within a road right-of-way in the Subdivision described in the Declaration and/or Future Declaration;
 - (l) 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, maintenance, repair, replacement and operation of the real and personal property owned by the corporation and to the accomplishment of any of the purposes hereof.
 - (m) To perform all of the foregoing with respect to Rolling Oaks Subdivision No. 2 when same shall be developed.
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ARTICLE III

- 1. The corporation is organized upon a non-stock basis.
 - 2. The corporation has no real property assets nor personal property assets although it is contemplated that the Park Areas described in the Basin Agreement and/or other common areas contained or to be contained in the Subdivisions will be deeded to the Association in the future. The corporation is to be financed by levying assessments against, and collecting assessments from, members of the corporation.
 - 3. The corporation is organized on a membership basis.
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ARTICLE IV

- 1. The street and mailing address of the registered office of the corporation is:

31500 West Ten Mile Road
Farmington Hills, MI 48336
 - 2. The name of the resident agent at the corporation's registered office is:

Michael E. Tobin
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ARTICLE V

The name and address of the incorporation is as follows:

Name	Residence or Business Address
Michael E. Tobin	31500 West Ten Mile Road Farmington Hills, MI 48336

ARTICLE VI

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

- (a) Each Owner (as defined in the Declaration and/or Future Declaration) of a Lot (as defined in the Declaration and/or Future Declaration) shall be a member of the corporation and no other person or entity shall be entitled to membership.

- (b) Membership in the corporation shall be established as provided in the Declaration and/or Future Declaration.
 - (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 his Lot.
 - (d) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.
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ARTICLE VII

A volunteer director shall not be personally liable to the corporation or its shareholders or members for monetary damages for a breach of fiduciary duty of a director, except for liability for:

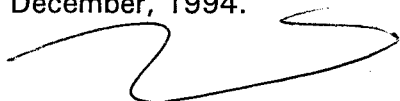
- (a) Any breach of the director's duty of loyalty to the corporation or its members.
- (b) Any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- (c) Any violation of Section 551(1) of the Act.
- (d) Any transaction from which the director derived an improper personal benefit.
- (e) Any act or omission occurring before the date this document is filed.
- (f) Any act or omission that is grossly negligent.

If, after the adoption of this Article by the members of the corporation, the Michigan Nonprofit Corporation Act is hereafter amended to further eliminate or limit the liability of a director, then a director of the corporation (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall not be liable to the Corporation or its members to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of this Article of the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

For purposes of this Article VII, "volunteer director" shall mean any director who does not receive anything of value from the corporation serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director or in his or her capacity as a director.

I, the incorporator, sign my name this 10th day of December, 1994.



Michael E. Tobin, Incorporator

Name of person or organization remitting fees:

Preparer's name and business telephone number:

DOCUMENT WILL BE RETURNED TO NAME
AND MAILING ADDRESS INDICATED
BELOW:

PH. 517-663-2525 Ref # 74484
Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
P.O. Box 266
Eaton Rapids, MI. 48827-0266