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BUREAU OF COMMERCIAL SERVICES

MAY 29 2009

MI Dept of Labor and Economic Growth  
Bureau of Commercial ServicesARTICLES OF INCORPORATION OF  
PITTSFIELD VILLAGE CONDOMINIUM ASSOCIATION

These Articles of Incorporation are signed by the incorporator to form a nonprofit corporation under Michigan's Nonprofit Corporation Act, MCL 450.2101 et seq. (the "Act").

## ARTICLE I

The name of the corporation is Pittsfield Village Condominium Association (the "Association" or the "Corporation").

## ARTICLE II

The purposes for which the Corporation is formed are to provide a designated entity to administer a condominium project in Washtenaw County, Michigan, pursuant to the Michigan Condominium Act, MCL 559.101 et seq., and, in furtherance of this operation, the Corporation shall have the following powers:

- (a) To manage and administer the affairs of and to maintain Pittsfield Village Condominium, a condominium (hereinafter called "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 Corporation;
- (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, for any 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 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

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the Condominium Master Deed or Bylaws or by Act No. 59 of Public Act of 1978, as amended; and

- (k) 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 said Condominium and to the accomplishment of any of the purposes thereof.

### ARTICLE III

The address of the registered office is 2220 Pittsfield Blvd., Ann Arbor MI 48104.

The mailing address of the registered office is 2220 Pittsfield Blvd., Ann Arbor MI 48104.

The name of the resident agent at the registered office is Melissa Brown.

### ARTICLE IV

The Corporation is organized on a non-stock, membership basis. The description and value of all assets that the Corporation possesses at the time of its incorporation are as follows:

Real Property:       None  
Personal Property:   None

The Corporation shall be financed by the assessment of members.

### ARTICLE V

The name and address of the incorporator is as follows:

Name	Residence or Business Address
Edward J. Zelmanski	<b>ALEXANDER, ZELMANSKI &amp; LEE, PLLC</b> Attorneys And Counselors At Law 44670 Ann Arbor Road Suite 170 Plymouth, Michigan 48170

### ARTICLE VI

The names and addresses of the first board of directors of the Corporation are as follows:

	Name	Residence or Business Address
1.	Brian Rice	2220 Pittsfield Blvd., Ann Arbor, MI 48104
2.	Kris Heinzman	2220 Pittsfield Blvd., Ann Arbor, MI 48104
3.	Stephanie Pilat	2220 Pittsfield Blvd., Ann Arbor, MI 48104
4.	Maureen Burns	2220 Pittsfield Blvd., Ann Arbor, MI 48104
5.		

#### ARTICLE VII

The term of the Corporation shall be perpetual.

#### ARTICLE VIII

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) Each Co-owner of a Unit in the Condominium 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 by acquisition of fee simple title or the interest of a land contract vendee as per MCL 559.106(h) to a Unit in the Condominium and by recording with the Register of Deeds of Washtenaw 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 the new Co-owner thereby becoming a member of the Corporation, and the membership of the prior Co-owner thereby being terminated.
- (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 Unit in the Condominium.
- (d) Voting by members shall be in accordance with the provisions of the Bylaws of this Corporation.

#### ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, firm, or association shall be subject to cancellation (other than as provided by MCL 559.101 et seq.) because one or more of the directors or officers of the Corporation are interested in or are directors or officers of the other corporation, firm, or association. Any individual director or officer may be a party to or may be interested in any contract or transaction of the Corporation. However, the contract or other transaction must be fair and reasonable to the Corporation when it is authorized, approved, or ratified, and the individual must disclose the material facts about the relationship or interest to the board or committee before it authorizes, approves, or ratifies the contract or transaction by a sufficient vote that does not include the vote of the interested director or officer. Any person who becomes a director or an officer of the Corporation is relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of that person or any firm, association, or corporation in which the person is otherwise interested in as stated in this Article X.

#### ARTICLE X

A volunteer Officer or Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of fiduciary duty as an Officer or Director, except for liability:

(a) for any breach of an Officer's or Director's duty of loyalty to the Corporation or its members;

(b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) resulting from a violation of MCLA 450.2551(1);

(d) for any transaction from which the Officer or Director derived an improper personal benefit;

(e) an act or omission occurring before the effective date if the provision grants limited liability.

(f) for any act or omission that is grossly negligent.

The Corporation assumes liability for all acts or omissions of volunteer Officers and Directors occurring on or after the date of these Articles of Incorporation if all of the following 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.

(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, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

If the Michigan Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Officers or Directors, then the liability of the Officers and Directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of the Officers and Directors of the Corporation existing at the time of such repeal, modification or adoption.

#### ARTICLE XI

The Corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, indemnify a director or officer (an "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, including but not limited to an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, provided that (i) in the case of a director, the claim is not the result of an Unauthorized Action by such director, and (ii) in the case of an officer or other non-director volunteer, the Indemnity Requirements have been satisfied. An claim for indemnification under this Article, unless ordered by the court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of that person is proper in the circumstances because that person has met the applicable standard of conduct and upon an evaluation of the reasonableness of expenses and amounts paid in settlement pursuant to the applicable provisions of the Act. Payment of any such indemnification under this Article shall be authorized as provided in the applicable provisions of the Act. Notwithstanding the provisions of this Article, the Corporation shall not be required to indemnify any person in connection with an action, suit, proceeding or claim (or part thereof) brought or made by such person except with respect to the enforcement of this Article, unless such action, suit, proceeding or claim (or part thereof) was authorized by the board of directors of the Corporation.

#### ARTICLE XII

These Articles may be amended only by an affirmative vote of at least two-thirds of the entire membership of the Corporation. No amendment may change the qualifications for membership or the voting rights of members without the unanimous consent of the membership.

#### ARTICLE XIII

If the existence of the Corporation is terminated for any reason, all assets of the Corporation remaining after the payment of obligations imposed by applicable law shall be distributed among the members of the Corporation according to each member's interest in the common elements of the project.

Dated: May 7, 2009

/s/ Edward J. Zelnick  
Incorporator

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS  
INDICATED IN THE BOX BELOW. Include name, street and number  
(or P.O. box), City, State and ZIP code.

CSC-Wilmington  
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