

# *Michigan Department of Consumer and Industry Services*

## *Filing Endorsement*

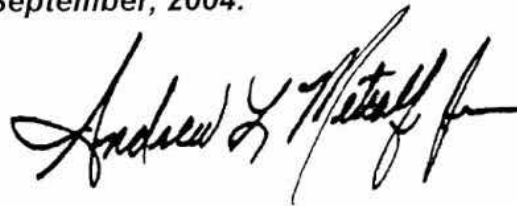
*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT  
for  
WOODBLUFF OWNERS ASSOCIATION, INC.*

*ID NUMBER: 789370*

*received by facsimile transmission on September 29, 2004 is hereby endorsed filed on  
September 30, 2004 by the Administrator. The document is effective on the date filed,  
unless a subsequent effective date within 90 days after received date is stated in the  
document.*



*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 30th day  
of September, 2004.*



*, Director*

*Bureau of Commercial Services*

(A Nonprofit Domestic Corporation)

ARTICLES OF INCORPORATION

OF

WOODBUFF OWNERS ASSOCIATION, INC.

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

ARTICLE I

The name of the Corporation is:

WOODBUFF OWNERS ASSOCIATION, INC.

ARTICLE II

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

- A. To manage, control and administer the common elements of WOODBLUFF OWNERS ASSOCIATION, INC., a Subdivision, (hereinafter called "Subdivision") located in the City of Mackinac Island, County of Mackinac and State of Michigan;
- 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 employment of said Subdivision;

- 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 lot in the Subdivision, 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 Subdivision and of these Articles of Incorporation and such Bylaws and Regulations of this Corporation as may hereinafter be adopted;
- J. To do anything required of or permitted to it as administrator of said Subdivision by the Subdivision 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 Subdivision and to the accomplishment of any of the purposes thereof.

ARTICLE III

Said Corporation is organized upon a membership non-stock basis; the amount of assets which said Corporation possesses is:

Real Property

Personal Property

None

None

Said Corporation is to be financed under the following general plan:

Assessment of members; the Corporation is organized on a membership basis.

ARTICLE IV

The address of the initial registered office is P.O. Box 1633, City of Mackinac Island, Michigan, 49757 and the street address is 34 Applewood Court, City of Mackinac

Island, Michigan, 49757. The name of the initial resident agent at the registered office is Thomas K. Lockwood.

ARTICLE V

The name and address of the incorporator is as follows:

Thomas K. Lockwood, P.O. Box 1633, 34 Applewood Court, City of Mackinac Island, Michigan, 49757

ARTICLE VI

The name and address of the first Board of Directors are as follows:

Thomas K. Lockwood, P.O. Box 1633, 34 Applewood Court, City of Mackinac Island, Michigan, 49757

ARTICLE VII

The term of corporate existence is 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 lot in the Subdivision shall be a member of the Corporation and no other person or entity shall be entitled to membership; except that the subscribers hereto shall be members of the Corporation until such time as their membership shall terminate, as hereinafter provided.
- B. Membership in the Corporation (except with respect to any non-Co-Owner incorporators, who shall cease to be members upon the qualification for membership of any Co-Owner) shall be established by acquisition of fee simple title to a lot in the Subdivision and by recording with the Register of Deeds in the county where the Subdivision is located, a deed or other instrument establishing a change of record title to such lot and the furnishing of evidence of same satisfactory to the Corporation (except that the Developer of the Subdivision

shall become a member immediately upon establishment of the Subdivision) 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 lot in the Subdivision.
- D. Voting by members shall be in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE IX

A. 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:

- 1. for any breach of an Officer's or Director's duty of loyalty to the Corporation or its members;
- 2. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- 3. resulting from a violation of MCLA 450.2551(1);
- 4. for any transaction from which the Officer or Director derived an improper personal benefit;
- 5. an act or omission occurring before the effective date if the provision grants limited liability; or
- 6. for any act or omission that is grossly negligent.

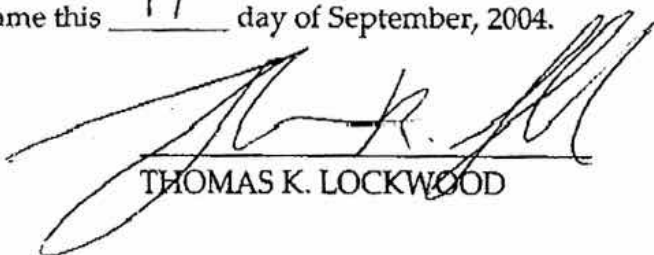
B. The Corporation assumes liability for all acts or omissions of volunteer Officers and Directors occurring on or after the date of these Articles of Incorporation if all of the following are met:

- 1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

- 2. The volunteer was acting in good faith.
  - 3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
  - 4. The volunteer's conduct was not an intentional tort.
  - 5. 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.
- C. 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.
- D. The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a Volunteer Director incurred in the good faith performance of the Volunteer Director's duties.

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.

I, the Incorporator, sign my name this 17 day of September, 2004.



THOMAS K. LOCKWOOD

RETURN DOCUMENT TO:  
 Richard G. Bensinger  
 Bensinger, Cotant & Menkes, P.C.  
 308 West Main, P.O. Box 1000  
 Gaylord, Michigan 49734  
 (989) 732-7536  
 rbensinger@bcma.net