

BCS/CD 511 (Rev. 12/03)

<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>	
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Name Randall S. Schipper	
Address P.O. Box 1767	
City Holland	State Zip Code MI 49422-1767
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## RESTATED ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:*

- |    |   |                                |
|----|---|--------------------------------|
| 1. | The present name of the corporation is:                       | <b>Winter Oaks Association</b> |
| 2. | The identification number assigned by the Bureau is:          | 716952                         |
| 3. | All former names of the corporation are:                      | None                           |
| 4. | The date of filing of original Articles of Incorporation was: | December 29, 1993              |

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:*

### ARTICLE I

#### Name

The name of the corporation is Winter Oaks Association.

### ARTICLE II

#### Purposes

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

- (a) To manage and administer the affairs of and to maintain Winter Oaks, a condominium (the "Condominium");
- (b) To levy and collect assessments against and from the members of the Corporation and to use the proceeds for the purposes of the Corporation;
- (c) To carry insurance and to collect and allocate the proceeds;
- (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 the Condominium;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the Condominium;
- (g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease any real and personal property, including, but not limited to, any Unit in the Condominium, or easements or licenses or any other real property, whether or not contiguous to the Condominium, for the purpose of generating revenues, providing benefits to the members of the Corporation or 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 purposes 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 be adopted from time to time;
- (j) To do anything required of or permitted to it as administrator of the Condominium by the condominium Master Deed or Bylaws or by Act No. 59 of Public Acts of 1978, as amended; and 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 Condominium and to the accomplishment of any of the purposes of the Condominium not forbidden, and with all powers conferred upon nonprofit corporations by the laws of the State of Michigan.

### **ARTICLE III Organization**

The Corporation is organized upon a non-stock, membership basis.

The description and value of its real property assets are - None; and the description and value of its personal property assets are - None.

The Corporation is to be financed under the following general plan: assessment of members.

### **ARTICLE IV Registered Office and Resident Agent**

The address of the registered office is:

264 Winter Oaks West  
Holland, MI 49424



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

Robert Swartz

## **ARTICLE V Incorporators**

The name and address of the Incorporator are as follows:

Jack A. Siebers                      2025 East 8th Street  
Grand Rapids, MI 49546

## **ARTICLE VI Existence**

The term of corporate existence is perpetual.

## **ARTICLE VII Membership and Voting**

The qualifications of members, the manner of their admissions to the Corporation, the termination of membership and voting by the members shall be as follows:

- (a) Each co-owner of a Condominium unit 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 the acquisition of legal or equitable title to a Condominium unit and by recording with the Register of Deeds in the County where the Condominium is located a deed or other instrument evidencing such title and the furnishing of evidence of it satisfactory to the Corporation, the new co-owner thereby becoming a member of the Corporation, and the membership of the prior co-owner of such unit thereby being terminated.
- (c) Neither membership nor the share of a member in the funds and assets of the Corporation can be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to his or her Condominium Unit.
- (d) Voting by members shall be in accordance with the provisions of the Bylaws of the Corporation.

## **ARTICLE VIII Indemnification of Directors, Officers, and Others**

Every person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, by reason of the fact that the person is or was a director, officer, employee, volunteer, or agent of the Association shall be indemnified by the



Association against all expenses and liabilities, including counsel fees, judgments, penalties, fines, and amounts paid in settlement

reasonably incurred by or imposed upon him in connection with the action, suit or proceeding to the full extent permitted by sections 561 to 565 of the Michigan Nonprofit Corporations Act, as they now exist or are amended or superseded. At least 10 days prior to payment of any indemnification which it has approved, the Board of Directors shall notify all Co-owners. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer, or agent of the Association against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under sections 561 to 565 of the Michigan Nonprofit Corporations Act, as they now exist or are amended or superseded.

### **ARTICLE IX**

#### **Action Without a Meeting**

Any action required or permitted to be taken at an annual or special meeting of members maybe taken without a meeting, without prior notice and without a vote, if a consent in writing, stating 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 on it were present and voted. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

### **ARTICLE X**

#### **Conflicts of Interest**

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 or officers are present at the meeting of the board or committee which authorizes or approves the contract or transaction, or solely because their votes are counted for that 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 officer; 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 XI Amendment

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

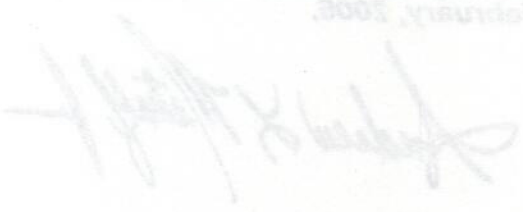
These Restated Articles of Incorporation were duly adopted on the 1<sup>st</sup> day of February, 2005, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation and were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 401(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given.

I, as director, signed my name this 1<sup>st</sup> day of February, 2005.

  
Robert Swartz

Prepared By and Return to:

Randall S. Schipper  
Cunningham Dalman, P.C.  
321 Settlers Road  
P.O. Box 1767  
Holland, MI 49422-1767  
Telephone (616) 392-1821







# Michigan Department of Consumer and Industry Services

## Filing Endorsement

This is to Certify that the **RESTATED ARTICLES OF INCORPORATION - NONPROFIT**

for

**WINTER OAKS ASSOCIATION**

**ID NUMBER: 716952**

received by facsimile transmission on February 14, 2005 is hereby endorsed filed on February 14, 2005 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 14th day of February, 2005.*

, Director

**Bureau of Commercial Services**