

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

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Date Received

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SEP 10 1996

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

Name WARNER NORCROSS & JUDD LLP

Address 170 College Avenue, Suite 300

City Holland State MI Zip Code 49423

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.

744-246

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on last page)

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

ARTICLE I

The name of the corporation is THE TIFFANY SHORES HOME OWNERS ASSOCIATION (the "Association").

ARTICLE II

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

- (a) To promote and develop the common good and better the welfare of the residents of the Development (as defined below);
- (b) To establish and maintain recreational and social opportunities for the residents of the Development;
- (c) To manage and administer (or assist in the management and administration of) the affairs and maintenance of the common areas, lakes, other property and easements in the Development by itself or through the hiring of outside contractors;

(d) To levy and collect assessments against and from the members of the Association and to use the proceeds thereof for the purposes of the Association, and to enforce assessments through lien and foreclosure proceedings where appropriate;

(e) To monitor and enforce compliance with private land use restrictions, including building and use restrictions and architectural control restrictions, on developed and undeveloped lots or other lands located in the Development;

(f) To enforce the provisions of these Articles of Incorporation, of the Bylaws of the Association, and any rules and regulations of the Association as may hereafter be adopted, and to sue on behalf of itself or the members and to assert, defend, or settle claims against itself or on behalf of the members of the Association;

(g) To carry insurance and to collect and allocate the proceeds thereof;

(h) To restore, repair or rebuild any common areas, lakes, other property and easements in the Development after an occurrence of an event causing casualty to the common areas, lakes, other property and easements respectively, and to negotiate on behalf of members of the Association;

(i) To contract for and employ persons or business entities to assist in management, operation, maintenance, and administration of the Association and its affairs;

(j) To make reasonable regulations affecting members of the Association concerning the use of the Development by them and their guests and invitees and to enforce regulations by all legal methods, including, but not limited to, imposition of fines and late payment charges, or legal proceedings;

(k) To own, maintain, and improve, and to buy, sell, convey, assign, mortgage, or levy any real and personal property, including, but not limited to, easements, rights-of-way, licenses or any other real property, whether or not contiguous to the Development, for the purpose of providing benefit to its members and in furtherance of any of the purposes of the Association;

(l) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Association, and to secure the same by mortgage, pledge, or any other lien on property owned by the Association; provided, however, that any such action shall be subject to limitation in amount and to member approval as provided in the Bylaws;

(m) To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Association and to delegate to such committees any functions or responsibilities which are required to be performed by the Board;

(n) 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, and operation of the Association and to the accomplishment of any of the purposes thereof not forbidden, and with all powers conferred upon non-profit corporations by the laws of the State of Michigan;

ARTICLE III

The Association is organized upon a nonstock basis.

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

The Association is to be financed under the following general plan: Assessment of members.

ARTICLE IV

The address of the initial registered office is:

170 College Avenue, Suite 300
Holland, Michigan 49423

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

Mark K. Harder

ARTICLE V

The name and address of the Incorporator are as follows:

Mark K. Harder
Warner Norcross & Judd LLP
170 College Avenue, Suite 300
Holland, Michigan 49423

ARTICLE VI

The term of the Association shall be perpetual.

ARTICLE VII

The Association is organized upon a membership basis. The qualifications of members, the manner of their admission to membership in the Association, the termination of membership, and voting by members shall be as follows:

(a) Every person owning legal or equitable title to any real property included in the plats of Tiffany Shores, Tiffany Shores No. 2, Tiffany Shores No. 3, Tiffany Shores No. 4, Tiffany Shores No. 5, Tiffany Shores No. 6, and Tiffany Shores No. 7, located in Park Township, Ottawa County, Michigan (collectively such plats are referred to as the "Development") shall be a member of the Association and no other person or entity shall be entitled to membership.

(b) Membership in the Association shall be established by the acquisition of legal or equitable title to any real property included in the Development and by recording with the Register of Deeds for Ottawa County a deed or other instrument evidencing such title and upon request of the Association, the furnishing of evidence of same satisfactory to the Association, the membership of the prior owner of such legal or equitable title thereby being terminated to the extent of the transfer of title.

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

(d) The membership rights (including voting rights) of any member shall be suspended if the member has failed to pay when due any dues or other charges lawfully imposed upon him or any property owned by him, and may be suspended by action of the Board of Directors if the member, his family, his tenants, or guests of any of them, shall have violated any rule or regulation of the Board regarding the use of any property or conduct, or any other laws, ordinances, rules, or regulations, or private restrictions as to which the Association is empowered to monitor or enforce.

ARTICLE VIII

When a compromise or arrangement or a plan or reorganization of the Association is proposed between the Association 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 the Association or of a creditor, or member of the Association, or an application of a receiver appointed for the Association, 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 the Association as a consequence of the compromise or arrangement, the compromise or arrangement and the organization, 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 the Association.

ARTICLE IX

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 actions 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 X

A contract or other transaction between the Association and one or more if its directors or officers, or between the Association and another corporation, firm or association of any type or kind, in which one or more of the Association'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 the Association when it is authorized, approved or ratified;

(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 XI

A volunteer director shall not have personal liability to the corporation or its members for monetary damages for a breach of the director's fiduciary duties. This provision shall not eliminate or limit the liability of a director for any of the following:

- (a) A breach of the director's duty of loyalty to the corporation or 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, Act 162 of the Public Acts of 1982;
- (d) A transaction from which the director derived an improper personal benefit; or
- (e) An act or omission that is grossly negligent.

ARTICLE XII

The corporation assumes the liability for all acts or omissions of a nondirector volunteer occurring if all of the following requirements are satisfied:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) The volunteer was acting in good faith;
- (c) The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) The volunteer's conduct was not an intentional tort; and
- (e) 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 218 of the Public Acts of 1956.

ARTICLE XIII


Upon ratification or approval of these Articles of Incorporation by the affirmative vote or consent of two thirds of the members of the Tiffany Shores Homeowners Association established under Article V of the Declarations of Covenants, Conditions and Restrictions for Tiffany Shores (Phase #1), as amended, as recorded at Liber 1443, at Page 719; for Tiffany Shores (Phase #2), as amended, as recorded at Liber 1525, at Page 825; for Tiffany Shores (Phase #3), as amended, as recorded at Liber 1657, at Page 733; for Tiffany Shore (Phase #4), as amended, as recorded at Liber 1737, at Page 845; for Tiffany Shores (Phase #5), as amended, as recorded at Liber 1829, at Page 351; for Tiffany Shores (Phase #6), as amended, as recorded at Liber 1924, at Page 883, and for Tiffany Shores (Phase #7), as amended, as recorded at Liber 1994, at Page 692, Ottawa County Register of Deeds, these Articles and any Bylaws hereafter adopted by the members or Board of Directors of the Association shall supersede the provisions of Article V of such Declarations of Covenant, Conditions and Restrictions.

Capitalized terms that are defined in the Declaration of Covenants, Conditions, and Restrictions for Tiffany Shores (Phase #7) as recorded at Liber 1994, at Page 692, in the office of the Ottawa County Register of Deeds, as such Declaration may be hereafter amended from time to time, shall carry the same meaning in these Articles of Incorporation unless the context clearly requires the contrary.

ARTICLE XIV

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the membership of the Association.

I, the Incorporator of the above-named Association, sign these Articles of Incorporation on 4th day of September, 1996.



Mark K. Harder

Name of person or organization
remitting fees:

Warner Norcross & Judd LLP

Preparer's name and business
telephone number:

Mark K. Harder

(616) 396-3225

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box on the front as evidence of filing.

Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982, by one or more persons for the purpose of forming a domestic nonprofit corporation.
4. Article II – The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act.
5. Article III – The corporation must be organized on a stock or nonstock basis. Complete Article III(1) or III(2) as appropriate, but not both. Real property assets are items such as land and buildings. Personal property assets are items such as cash, equipment, fixtures, etc. The dollar value must be included.
6. Article IV – A post office box may not be designated as the address of the registered office.
7. Article V – The Act requires one or more incorporators. The addresses should include a street number and name (or other designation), city and state.
8. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
9. This document must be signed in ink by each incorporator listed in Article V. However, if there are 3 or more incorporators, they may, by resolution adopted at the organizational meeting by a written instrument, designate one of them to sign the articles of incorporation on behalf of all of them. In such event, these articles of incorporation must be accompanied by a copy of the resolution duly certified by the acting secretary at the organizational meeting and a statement must be placed in the articles incorporating that resolution into them.
10. Filing fee & Franchise fee (Make remittance payable to State of Michigan. Include corporation name on check or money order) \$20.00
11. Mail form and fee to:
Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division

The office is located at:
6546 Mercantile Way
Lansing, MI 48910