

ARTICLES OF INCORPORATION
Domestic Nonprofit Corporation

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 Whispering Willows Owner's Association, Inc.

ARTICLE II

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

To manage and administer the affairs of Whispering Willows Subdivision and to maintain the common areas of Whispering Willows Subdivision, Rochester Hills, Oakland County, State of Michigan pursuant to the powers and provisions provided in the Declaration of Restrictions set forth in Liber 7785 page 512-525 and Liber 11077 page 264-268 of the Oakland County Register of Deeds along with any other powers implied therein or are reasonable.

- (a) To manage and administer the affairs of and to maintain the common areas of Whispering Willows Subdivision, Rochester Hills, Oakland County, Michigan (hereinafter called the "Subdivision");
- (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, operations, maintenance and administration of said corporation;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the common areas;
- (g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease (as Landlord or Tenant) any real and personal property, whether or not contiguous to the subdivision for the 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 the same by mortgage, pledge or other lien;

- (i) To enforce the provisions of the covenants and conditions and restrictions of the Bylaws and of these Articles of Incorporation and such Bylaws and rules and regulations of this corporation as may hereafter be adopted;
- (j) In general, to enter into any kind of activity; to make and perform any contract and to exercise all powers necessary, incidental or convenient in the administration, management, maintenance, and operation of said corporation and to the accomplishment of any of the purposes thereof.

ARTICLE III

- 1. The corporation is organized upon a non-stock basis.
- 2. The description and value of its real property assets are: None
- 3. The description and value of its personal property assets are: None
- 4. The corporation is to be financed under the following general plan: Dues assessed on each lot of the subdivision.
- 5. The corporation is organized on a Membership basis.

ARTICLE IV

- 1. The address of the registered office is: 2196 Willow Leaf Drive, Rochester Hills, Michigan 48309.
- 2. The mailing address of the registered office is: 2196 Willow Leaf Drive, Rochester Hills, Michigan 48309.
- 3. The name of the resident agent at the registered office is: Gordon Statz

ARTICLE V

The names and addresses of the incorporators are as follows:

Daniel Sheehan	2233 Willow Leaf Drive, Rochester Hills, MI 48309
Johanna Baartmans	2087 Willow Leaf Ct. N, Rochester Hills, MI 48309
Gordon Statz	2196 Willow Leaf Drive, Rochester Hills, MI 48309
Karen Schenk	2050 Willow Leaf Drive, Rochester Hills, MI 48309
Dan Wilson	2150 Willow Leaf Ct. W., Rochester Hills, MI 48309

ARTICLE VI

The names and addresses of the first Board of Directors are as follows:

Daniel Sheehan	2233 Willow Leaf Drive, Rochester Hills, MI 48309
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Johanna Baartmans	2087 Willow Leaf Ct. N, Rochester Hills, MI 48309
Gordon Statz	2196 Willow Leaf Drive, Rochester Hills, MI 48309
Karen Schenk	2050 Willow Leaf Drive, Rochester Hills, MI 48309
Dan Wilson	2150 Willow Leaf Ct. W., Rochester Hills, MI 48309

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 lot 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 shall be established by acquisition of fee simple title to a lot in the subdivision and by recording with the Register of Deeds in Oakland County, 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. Upon establishment of 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 interest 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 or her lot in the subdivision.
- (d) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS

- A. No member of the Board of Directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act") MCL 450.2102 et seq, and no volunteer officer shall be personally liable to this corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:
 - 1. A breach of the director's or officer's duty of loyalty to the corporation or its members or stockholders, if any;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 3. A violation of section 551 (1) of the Act;
 4. A transaction from which the director or officer derived an improper personal benefit;
 5. An act or omission of a volunteer director occurring before the date of filing these Articles of Incorporation;
 6. An act or omission that is grossly negligent.
- B. The corporation hereby assumes the liability for all acts or omissions of a volunteer director or a volunteer officer occurring after filing this Article IX, if all of the following are met:
1. The volunteer director or volunteer officer was acting or reasonably believed he or she was acting within the scope of his or her authority.
 2. The volunteer director or volunteer officer was acting in good faith.
 3. The volunteer director's or volunteer officer's conduct did not amount to gross negligence or willful and wanton misconduct.
 4. The volunteer director's or volunteer officer's conduct was not an intentional tort.
 5. The volunteer directors or volunteer officers 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. 21 8 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.
- C. If the Act is amended after filing this Article IX to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the Board of Directors and of officers of the corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article, it shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or officer of this corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

We the incorporators sign our names this 1st day of November, 2001.

Daniel Sheehan
Gordon Statz
Daniel Wilson

Johanna Baartmans
Karen Schenk