

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES																			
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name</td> </tr> <tr> <td colspan="3">STEPHEN L. SIMONS</td> </tr> <tr> <td colspan="3">Address</td> </tr> <tr> <td colspan="3">ONE WEST MICHIGAN AVENUE</td> </tr> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip Code</td> </tr> <tr> <td>BATTLE CREEK</td> <td>MI</td> <td>49017</td> </tr> </table>		Name			STEPHEN L. SIMONS			Address			ONE WEST MICHIGAN AVENUE			City	State	Zip Code	BATTLE CREEK	MI	49017
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Tran Info: 1 11022704-1 09/15/05
 Chk#: 129 Amt: \$20.00
 ID: SUMMIT DEVELOPMENT GROUP INC

FILED

SEP 20 2005

EFFECTIVE DATE:

Administrator
 BUREAU OF COMMERCIAL SERVICES

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ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
 (Please read information and instructions on the 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 RIDGE AT CEDAR CREEK CONDOMINIUM ASSOCIATION

ARTICLE II

The purpose or purposes for which the corporation is organized are: to provide an entity pursuant to the Michigan Condominium Act, MCL 559.101 et seq., MSA 26.50 (101) et seq., for the operation of condominium property in the City of Battle Creek, Calhoun County, Michigan, and in furtherance of this operation:

- (1) to maintain, operate, and manage the condominium buildings and improvements
- (2) to levy and collect assessments from members to defray the costs, expenses, and losses of the condominium
- (3) to employ personnel, to contract for the maintenance, administration, and management of the condominium, and to delegate necessary powers and duties to such personnel
- (4) to purchase insurance on the common elements of the condominium and to collect and allocate the proceeds
- (5) to make and enforce reasonable rules and regulations concerning the use of the condominium property in furtherance of the master deed, bylaws, and Preservation Standards
- (6) to authorize and approve the signing of contracts, deeds, and easements affecting the common elements, and
- (7) in general, to carry on any other business in connection with these purposes, with all the powers conferred on nonprofit corporations by Michigan law.

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ARTICLE III

The corporation is organized upon a nonstock basis.

The amount of assets which the corporation possesses is:

Real Property:	None
Personal Property:	None

The corporation is organized on a membership basis. The corporation is to be financed by the assessment of members to defray the costs, expenses and losses of the condominium

ARTICLE IV

The address of the registered office is:

1050 W. Columbia Avenue
Battle Creek, Michigan 49015

The name of the registered agent is:

Daniel J. Kiefer

ARTICLE V

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

Daniel J. Kiefer	1050 W. Columbia Avenue Battle Creek, MI 49015
Roger J. Wilson	1050 W. Columbia Avenue Battle Creek, MI 49015

ARTICLE VI

The term of the corporation shall be perpetual.

ARTICLE VII

The corporation is organized on a membership basis, and each Co-Owner of record of a Unit in the Condominium, including the Developer until all Units have been sold, shall be a member of the corporation. Membership shall not be assigned, pledged, encumbered, or transferred in any manner except as an appurtenance of a Unit. The Directors of the corporation shall also be members of the corporation until their successors have been elected and qualified.

Each member of the corporation shall be entitled to one vote, the value and the manner of exercise of which are to be determined in accordance with the bylaws of the corporation.

ARTICLE VIII

Any action required or permitted by the Michigan Condominium Act 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 the number of members with 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 were present and voted consent to the action in writing. Prompt notice of the taking of corporate action without a meeting by less than unanimous consent shall be given to members who have not consented in writing.

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., MSA 36.50 (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.

ARTICLE X

The members of the board shall be volunteer directors within the meaning of 1987 PA 170 (codified as amended in scattered sections of MCL Chapter 450). A volunteer director shall not be personally liable to the corporation or to its members for monetary damages for a breach of the director's fiduciary duty arising under applicable law. However, this article shall not eliminate or limit the liability of a director for any of the following:

1. a breach of the director's duty of loyalty to the corporation or its members
2. acts or omissions not in good faith or that involve intentional misconduct or knowing violations of law
3. a violation of MCL 450.2551(1), MSA 21.197 (551)(1)
4. a transaction from which the director derived an improper personal benefit
5. an act or omission that is grossly negligent
6. an act or omission occurring before this document is filed.

A volunteer director shall be personally liable for monetary damages for a breach of fiduciary duty as a director to the corporation and its members to the extent stated in this article. Any repeal or modification of this article shall not adversely affect any right or protection of any volunteer director regarding any acts or omissions occurring before the repeal or modification.

ARTICLE XI

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 XII

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.

These Articles of Incorporation were duly adopted on the 12th day of September, 2005 in accordance with the provisions of Section 642 of the Act.

Signed this 12th day of September, 2005

By: 

Daniel J. Kiefer, Incorporator

Preparer's Name: Stephen L. Simons
KREIS, ENDERLE, CALLANDER & HUDGINS, P.C.
One West Michigan Avenue
Battle Creek, Michigan 49017
(269) 966-3000