



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of

TOLEDO BEACH DCCOMINIUM ASSOCIATION

were duly filed in this office on the 19TH day of DECEMBER, 1988,
in conformity with Act 162, Public Acts of 1982.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 19TH day
of DECEMBER, 1988.*


Director

RECEIVED

DEC 19 1988

MICHIGAN DEPT. OF COMMERCE

745-594

Articles of Incorporation

of

TOLEDO BEACH DOCKOMINIUM ASSOCIATION

A Michigan Nonprofit Corporation

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FILED

DEC 19 1988

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

These Articles of Incorporation are signed by the incorporator for the purposes of forming a non-profit corporation pursuant to the provisions of Act 162, Public Acts of 1982, as follows:

Article 1

Name

1.01 The name of the corporation is TOLEDO BEACH DOCKOMINIUM ASSOCIATION (sometimes also referred to herein as the "Corporation").

Article 2

Purpose

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

(a) To manage and administer the affairs of and to maintain the TOLEDO BEACH DOCKOMINIUM, a marina condominium (herein called the "Condominium");

(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 Condominium;

(f) To make and enforce reasonable regulations concerning the use and enjoyment of said Condominium;

(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 unit in the Condominium or any other real property, whether or not contiguous to the Condominium, for the purpose of providing benefit to 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 and secure the same by mortgage, pledge or the lien;

(i) To enforce the provisions of the Master Deed and Bylaws of the Condominium and of these Articles of Incorporation and such Rules and Regulations of the Corporation as may hereafter be adopted;

(j) To do anything required of or permitted to it as administrator of said Condominium by the Condominium Master Deed or Bylaws or by Act No. 59 of Public Acts of 1978, as amended;

(k) In general, to enter into any kind of activity, make and perform any contract, and exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of said Condominium and to the accomplishment of any of the purposes thereof.

Article 3

Organization, Assets and Financing

3.01 Organization. The corporation is organized on a non-stock basis.

3.02 Assets. The assets which the corporation possesses are:

Real Property - None

Personal Property - None

3.03 Financing. The corporation is to be financed under a plan based upon assessment of members.

3.04 Membership. The corporation is organized on a membership basis.

Article 4

Registered Office and Registered Agent

4.01 The street address and mailing address of the corporation's initial registered office and the name of the corporation's initial registered agent at that address are:

Name and Address of Resident Agent and Registered Office:

Paul R. Reed
11840 Toledo Beach Road
LaSalle, Michigan 48145

Mailing address of Registered Office:

11840 Toledo Beach Road
P. O. Box 7
LaSalle, Michigan 48145

Article 5

Director Liability

5.01 A volunteer director (as herein defined) shall not be personally liable to the corporation or to its members for monetary damages for a breach of the directors fiduciary duty, provided that such a director shall continue to be liable for: (i) a breach of the director's duty of loyalty to the corporation or its members, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) a violation of Section 551(1) of the Michigan Non-profit Corporation Act, (iv) a transaction from which the director derives an improper personal benefit, (v) an act or omission that is grossly negligent. A volunteer for purposes of this Article 5 shall mean a director who does not receive anything of substantial monetary value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by director in his or her capacity as a director.

Article 6

Qualification of Members

6.01 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 unit in the Condominium shall be a member of the Corporation, and no other person or entity shall be entitled to membership. A land contract vendee shall be considered and treated as a co-owner if the land contract so provides, but not otherwise.

(b) Membership in the corporation shall be established by acquisition of fee simple title to, or a land contract vendee's interest in, a unit in the Condominium and by recording with the Register of Deeds in the County where the Condominium is located, a deed, a land contract specifying that the vendee shall be the co-owner, or other appropriate instrument establishing a change of record title to such unit, and upon the furnishing of evidence of the same satisfactory to the Corporation, the new co-owner shall thereby become a member of the Corporation, and the membership of the prior co-owner shall thereby be 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 unit in the Condominium.

(d) Voting by members shall be in accordance with the provisions of the Bylaws of this corporation.

Article 7

Incorporators

7.01 The name and address of the incorporator is as follows:

Charles E. Scholl
Miller, Canfield, Paddock and Stone
1200 Campau Square Plaza
99 Monroe Avenue, N.W.
Grand Rapids, Michigan 49503

Article 8

Duration

8.01 The duration of the corporation is perpetual.

Article 9

Effective Date

9.01 The effective date of these Articles of Incorporation shall be the date they are filed with the Michigan Department of Commerce, Corporation and Securities Bureau.

The undersigned being the incorporator of Toledo Beach Dockominiums has signed these Articles of Incorporation on December 16, 1988.



Charles E. Scholl

Prepared by and when filed
return to:

Charles E. Scholl
Attention: Nora Brooksher
Miller, Canfield, Paddock
and Stone
1200 Campau Square Plaza
99 Monroe Avenue, N.W.
Grand Rapids, Michigan 49503
(616) 454-8656

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