

Cover Page, Original LCA Articles of Incorporation June 29, 2010

The text of the Original Articles of Incorporation is found on 3 pages. Below are several Articles which are spread out on 4 pages in the original and are here copied into a single list on a single page.

Article I: The name of the corporation is: The Landing Condominium Association

Article III, 1: The corporation is organized upon a nonstock basis.

Article III, 3. d: The corporation is organized on a membership basis.

Article IV: 1. The name of the resident agent at the registered office is: Joe Constance

Article IV, 2. The address of its registered office in Michigan is: 640 S. Lakeshore Boulevard, Marquette Michigan, 49855

Article V. The name(s) and address(es) of the incorporator(s) is (are) as follows:
The Landing Development Group, LLC, 640 S. Lakeshore Boulevard, Marquette MI 49855

All of the remaining Articles are copied in another file.

ARTICLES OF INCORPORATION ATTACHMENT
THE LANDING CONDOMINIUM ASSOCIATION

ARTICLE II

For the operation of condominium properties in Marquette, Michigan, including the following:

- a. To maintain, operate, and administer the property of the condominium for the use and enjoyment of its members and their guests, invitees, and families.
- b. To make and enforce reasonable rules and regulations concerning the use of the condominium property in furtherance of the master deed and bylaws.
- c. To levy and collect assessments from members of the corporation to defray the costs, expenses, and losses of the condominium.
- d. To employ personnel; to contract for the maintenance, administration, and management of the condominium; and to delegate to the persons such powers and duties as are necessary.
- e. To purchase insurance on the common elements of the condominium and to collect and allocate the proceeds.
- f. To authorize and approve the signing of contracts, deeds, or easements affecting the common elements.
- g. To carry on any other business in connection with and incident to the above purposes that is not forbidden and with all the powers conferred on nonprofit corporations by the laws of the State of Michigan.

All funds and the titles to all properties acquired by the corporation and the proceeds shall be held in trust for the members in accordance with the provisions of the bylaws of the association.

ARTICLE VI

The term of the corporation shall be perpetual.

ARTICLE VII

The corporation is organized on a membership basis, and each 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 to the unit. The directors 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 of which 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 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 a consent in writing, setting forth the action to be taken, is signed a number of members of the corporation 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 were present and voted. 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.) by the fact that any 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; and any director or officer may individually be a party to or 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 material facts of the relationship or interest must be disclosed or known to the board or committee when it authorized, approved, or ratified the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or officer. Every person who may become 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 the officer or director or any firm, association, or corporation in which the officer or director may otherwise have an interest as set forth in these articles.

ARTICLE X

The members of the board shall be volunteer directors within the meaning of the Act. 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:

- 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 knowing violation of law.
- c. A violation of MCL 450.2551(1).
- d. A transaction from which the director derived an improper personal benefit.

- e. An act or omission that is grossly negligent.
- f. An act or omission occurring before the date on which this document is filed.

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

ARTICLE XI

The corporation assumes liability for all acts or omissions of a nondirector volunteer occurring after the date this article is filed with the Michigan Department of Labor and Economic Growth, providing all of the following conditions are met:

- a. The volunteer was acting or reasonably believed him- or herself to be acting within the scope of the volunteer's authority.
- b. The volunteer was acting in good faith.
- c. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- d. The volunteer's conduct was not an intentional tort.
- 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 under MCL 500.3135 of the Insurance Code of 1956.

ARTICLE XII

These articles may be amended by the affirmative vote of not less than a majority of the entire membership of the corporation. In no event shall any amendment make changes in the qualifications for membership or the voting rights of members without the unanimous consent of the membership.

ARTICLE XIII

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 along the members of the corporation in the same proportion that each member's interest in the common elements of the project bears to the total of the interests.