



Lansing, Michigan

This is to Certify That Articles of Incorporation of

ANN ARBOR TOWER PLAZA CONDOMINIUM ASSOCIATION

were duly filed in this office on the 17TH *day of* JUNE *, 19* 87 *,*
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 17TH *day*
of JUNE *, 19* 87

Director

RECEIVED

JUN 15 1987

MICHIGAN DEPT OF COMMERCE

NON-PROFIT

ARTICLES OF INCORPORATION

8718H1220 2615 396*FI 420

FILED

JUN 17 1987

Administrator
MICHIGAN DEPT OF COMMERCE
Corporation & Securities Bureau

These Articles of Incorporation are signed by the incorporator for the purpose of forming a non-profit corporation under the provisions of Act No. 162 of the Public Acts of 1982, as amended, as follows:

ARTICLE I.

The name of the corporation is Ann Arbor Tower Plaza Condominium Association.

ARTICLE II.

The purpose or purposes for which the corporation is formed are as follows:

- (a) To manage and administer the affairs of and to maintain Tower Plaza Condominium, a condominium (hereinafter 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 to the common elements after casualty;
- (e) To contract for and employ persons, firms or corporations to assist in the 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, or any interest therein, including, but not limited to, any unit in the Condominium, any easements or licenses or any other real property, whether or not contiguous to the Condominium, for the purpose of

providing benefit to the members of the corporation and 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 Master Deed and By-Laws of the Condominium and of these Articles of Incorporation and such By-Laws and 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 By-Laws or by Act No. 59 of Public Acts of 1978, as from time to time amended;
- (k) 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, maintenance, repair, replacement, and operation of said Condominium and to the accomplishment of any of the purposes thereof.

ARTICLE III.

Said corporation is organized upon a non-stock membership basis.

The amount of assets which said corporation possesses is:

Real Property	None
Personal Property	None

Said corporation is to be financed under the following general plan:

Assessment of Members

ARTICLE IV.

Location of the first registered office is: 700 City Center Building, Ann Arbor, Michigan 48104.

Post office address of the first registered office is: 700 City Center Building, Ann Arbor, Michigan 48104.

The name of the first resident agent is: Karl R. Frankena.

ARTICLE V.

The name and place of business of the incorporator is as follows:

Karl R. Frankena	700 City Center Building Ann Arbor, Michigan 48104
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ARTICLE VI.

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

William Cretney	339 E. Liberty Street Ann Arbor, Michigan 48104
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Ronald Duprey	339 E. Liberty Street Ann Arbor, Michigan 48104
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Bruce R. Larson	339 E. Liberty Street Ann Arbor, Michigan 48104
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ARTICLE VII.

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 (including the Developer) of a unit in the Condominium shall be a member of the corporation, and no other person or entity shall be entitled to membership.
- (b) Membership in the corporation shall be established by acquisition of fee simple title to a unit in the Condominium, or purchase of a unit on a land contract, and by recording with the Register of Deeds of Washtenaw County, Michigan, a deed or other instrument establishing a change of record title to such condominium unit and the furnishing of evidence of same satisfactory to the corporation (except that the Developer of the Condominium shall become a member immediately upon establishment of the Condominium), the new co-owner thereby becoming a member of the corporation, and the membership of the prior co-owner thereby being 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 provision of the By-Laws of the corporation.

I, the incorporator, sign my name this 12th day of June, 1987.


KARL R. FRANKENA

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

BUREAU USE ONLY)

Date Received

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Corporations

(Please read instructions and Paperwork Reduction Act notice on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (profit corporations), or Act 162, Public Acts of 1982, as amended (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is ANN ARBOR TOWER PLAZA CONDOMINIUM ASSOCIATION

2. The corporation identification number (CID) assigned by the Bureau is:

7	1	3	-	3	7	2
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3. The location of its registered office is:

700 City Center Building, Ann Arbor Michigan 48104
(Street Address) (City) (ZIP Code)

4. Article VIII of the Articles of Incorporation is hereby amended to read as follows:

See Attachment.

ARTICLE VIII.

A volunteer director shall not be personally liable to the Association or its co-owners for monetary damages for breach of the director's fiduciary duty, except where there is:

- (a) A breach of the director's duty of loyalty to the Association or its co-owners;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Michigan Statutes Annotated Section 21.200(551);
- (d) A transaction from which the director derived an improper personal benefit; or
- (e) An act or omission that is grossly negligent.

If the Michigan Nonprofit Corporation Act is subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article by the co-owners of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

5 COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES OTHERWISE, COMPLETE SECTION (b)

a The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, 19____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this _____ day of _____, 19____

(Signatures of all incorporators: type or print name under each signature)

b The foregoing amendment to the Articles of Incorporation was duly adopted on the 8th day of February, 1988. The amendment: (check one of the following)

was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 13th day of April, 1988

By William Cretney
(Signature)

William Cretney, President