Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

RIVER HOUSE AT BRIDGEWATER PLACE CONDOMINIUM ASSOCIATION

ID NUMBER: 788794

received by facsimile transmission on October 28, 2005 is hereby endorsed

Filed on October 31, 2005 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 31st day of October, 2005.

, Director

Bureau of Commercial Services

Sent by Facsimile Transmission 05304

DEPARTMENT OF LABOR AND ECONOMIC GROWTH - BUREAU OF COMMERCIAL SERVICES
CORPORATION DIVISION

Date Received		(FOR BUREAU USE ONLY)

Name Jonathan W. Anderson
VARNUM, RIDDERING, SCHMIDT & HOWLETT LLP

Address
Bridgewater Place - Post Office Box 352

City	State	Zip
Grand Rapids	MI	49501-0352

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

ARTICLES OF INCORPORATION

OF

RIVER HOUSE AT BRIDGEWATER PLACE CONDOMINIUM ASSOCIATION

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a non-profit corporation under the provisions of Act 162 of the Public Acts of 1982 known as the Michigan Nonprofit Corporation Act (the "Act"), as follows:

ARTICLE I.

The name of the corporation is:

RIVER HOUSE AT BRIDGEWATER PLACE CONDOMINIUM ASSOCIATION

ARTICLE II.

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

To provide an entity pursuant to Act No. 59 of the Public Acts of 1978, as amended, hereinafter called the "Michigan Condominium Act", for the operation of condominium properties in the City of Grand Rapids, Kent County, Michigan, and, in furtherance thereof:

(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 By-laws;

(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 said persons such powers and duties as are necessary therefor;

(e) To purchase insurance upon the common elements of the condominium and to collect and allocate the proceeds thereof;

(f) To authorize and approve the execution of contracts, deeds and/or easements affecting the common elements; and

(g) In general, to carry on any other business in connection with and incident to the foregoing purposes not forbidden, and with all the powers conferred upon non-profit corporations by the laws of the State of Michigan.

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

ARTICLE III.

The address of the initial registered office is:

4633 Patterson Avenue, SE, Suite B
Grand Rapids, Michigan 49512

The mailing address of the registered office is:

4633 Patterson Avenue, SE, Suite B
Grand Rapids, Michigan 49512

The name of the resident agent at the registered office is:

Robert D. Grooters

ARTICLE IV.

The corporation is organized on a non-stock membership basis.

The description and value of all assets which the corporation possesses at the time of its incorporation are: Real Property: None; Personal Property: None.

The corporation is to be financed under the following general plan: by assessment of members to defray the costs, expenses and losses of the condominium.

ARTICLE V.

The name and address of the incorporator is as follows:

Name	Residence or Business Address
Jonathan W. Anderson	PO Box 352 - 333 Bridge Street, NW Grand Rapids, Michigan 49501-0352

ARTICLE VI.

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

Name	Residence or Business Address
Robert D. Grooters	4633 Patterson Avenue, SE, Suite B Grand Rapids, Michigan 49512
Sharon Grooters	4633 Patterson Avenue, SE, Suite B Grand Rapids, Michigan 49512
Gwendolyn Grooters	4633 Patterson Avenue, SE, Suite B Grand Rapids, Michigan 49512

ARTICLE VII.

The term of the corporation shall be perpetual.

ARTICLE VIII.

The corporation is organized on a membership basis and each Co-owner of record of a Unit in the condominium, including the Developer thereof until all such units have been sold, shall be a member of the corporation. Such membership shall not be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to such Unit. The directors named herein shall also be members of the corporation until such time as their successors shall 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 By-Laws of the corporation.

ARTICLE IX.

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 so taken is signed by members of the corporation having 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 thereon 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 X.

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 Act 59, P.A. 1978, as amended) 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 such other corporation, firm or association, and any director or officer individually may be a party to or may be interested in any contract or transaction of the corporation; provided, that the contract or other transaction is fair and reasonable to the corporation when it is authorized, approved or ratified and that the material facts as to such relationship or interest are disclosed or known to the board or committee at the time it authorized, approved or ratified the contract or transaction by a vote sufficient for the purpose without counting the vote of such interested director or officer, and each and every person who may become a director or officer of the corporation is hereby relieved from any liability which might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested as set forth herein.

ARTICLE XI.

The members of the Board shall be volunteer directors within the meaning of Act 170 of the Public Acts of 1987. 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 Section 551(1) of the Michigan Nonprofit Corporation Act;

(d) a transaction from which the director derived an improper personal benefit;

(e) an act or omission that is grossly negligent; or

(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 XI. 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 or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE XII.

The corporation assumes liability for all acts or omissions of a non-director volunteer occurring after the date this Article is filed with the Michigan Department of Labor and Economic Growth, Bureau of Commercial Services, Corporation Division, providing all of the following conditions are met:

(a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her 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; and

(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 Section 3135 of the Insurance Code of 1956.

ARTICLE XIII.

These Articles may be amended by the affirmative vote of not less than a majority of the entire membership of the corporation; provided, that in no event shall any amendment make changes in the qualifications for membership nor the voting rights of members without the unanimous consent of the membership.

ARTICLE XIV.

In the event the existence of the corporation shall be terminated for any reason, all assets of the corporation remaining after payment of obligations imposed by applicable law shall be distributed along the members of the corporation in the same proportion to which each member's interest in the common elements of the Project bears to the total of such interests.

I, the incorporator, sign my name this 28th day of October, 2005.

