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Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

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MI Dept. of Consumer & Industry Services  
Corporation, Securities & Land Dev. Bureau

NON-PROFIT ARTICLES OF INCORPORATION  
OF  
BAILEY'S GROVE PROPERTY OWNERS ASSOCIATION

THESE ARTICLES OF INCORPORATION are signed and acknowledged by the incorporator for the purpose of forming a nonprofit corporation under the provisions of Act No. 162 of the Public Acts of 1982, as follows:

ARTICLE I.

The name of the corporation is BAILEY'S GROVE PROPERTY OWNERS ASSOCIATION, a non-profit corporation..

ARTICLE II.

This organization is formed exclusively for nonprofit purposes as those terms are used in Section 528 of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Revenue Law). Consistent with the foregoing, the purposes are as follows:

- (1) To landscape and maintain the entry areas, common areas, parks, pedestrian trails and green areas to be designated in the plats of Bailey's Grove single family and condominium residential development, being developed by Eastbrook Development Company, as described in total on Exhibit A.
- (2) To acquire real property or easements over real property within the Bailey's Grove plat as needed to operate and maintain the common areas.
- (3) To maintain sign(s) identifying Bailey's Grove subdivision at the entry area(s) to the development.
- (4) To operate and maintain, including landscaping, a community center, pool and surrounding green area within the Bailey's Grove development.
- (5) To maintain the private drives within the Bailey's Grove development.
- (6) To maintain the island cul de sacs located in the Bailey's Grove development.
- (7) To maintain the designated detention pond(s) within the common areas.
- (8) To perform or cause to be performed all grass mowing, cutting and removal of limbs from trees as necessary and removal of noxious weeds within the landscaped common areas of Bailey's Grove subdivision, except that the designated natural areas and wetland areas shall be maintained in their natural state.
- (9) To hire contractors, vendors or employees as needed to carry out the purposes of this corporation, including but not limited to: snow plowing contractor for the community building and shared private roads; trash removal service; pool maintenance and pool attendants.

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(10) To do all other lawful acts incident to the purposes of this corporation.

#### ARTICLE III.

Said corporation is organized on a nonstock basis.

(1) The amount of assets which said corporation possesses is: None. Real property: None.

(2) Said corporation is to be financed through membership dues as established under the following general plan:

At a regular meeting of the Board of Directors to be held on or before the 30th day of November of each year and prior to the annual meeting of the membership, the Board, by majority vote, shall adopt a budget for the following calendar year and shall adopt the amount of membership dues assessable for the following calendar year. Members shall be obligated to pay the dues, and dues shall be paid to the Treasurer on or before the 28th day of February next following the said meeting.

The obligation to pay dues shall be the personal obligation of the member and shall constitute a lien on the parcel owned or being purchased by the member. The obligations may be enforced in any manner permitted by law, and specifically including foreclosure of the lien, the same as if the lien were a mortgage on the parcel affected. The obligation may be enforced by the owner of any parcel sharing in said cost.

#### ARTICLE IV.

Said corporation is organized on a membership basis.

#### ARTICLE V.

The location and post office address of the first registered office is: 2130 Enterprise, Kentwood, Michigan 49508.

#### ARTICLE VI.

The name of the first resident agent is: Michael A. McGraw

#### ARTICLE VII.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael A. McGraw	2130 Enterprise Kentwood, Michigan 49508

#### ARTICLE VIII.

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

<u>Name</u>	<u>Addresses</u>
Michael A. McGraw	2130 Enterprise Kentwood, Michigan 49508
Kenneth R. Besteman	2130 Enterprise Kentwood, Michigan 49508
Dale Kraker	2130 Enterprise Kentwood, Michigan 49508

ARTICLE IX.

The term of the corporate existence is perpetual.

ARTICLE X.

Membership in this corporation shall include all title holders or land contract holders of any real property constituting a part of the property described in Exhibit A, attached hereto, which is intended to describe all present and future phases of Bailey's Grove platted subdivisions and designated condominium projects.

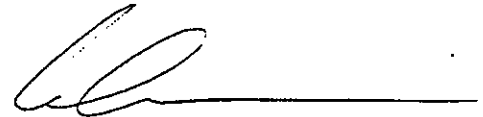
If two persons own a qualifying parcel of real estate, the two shall constitute one member. Each member shall have one vote per parcel at any membership meeting.

Membership shall be transferred at the same time as any transfer of title or land contract interest to qualifying parcels of real estate.

ARTICLE XI.

The management and control of this corporation shall rest in a Board of Directors to be selected by the members; provided, however, until 500 single family houses are built on the property described in Exhibit A, the incorporator shall elect directors. The Board of Directors shall consist of not less than three nor more than seven members. The terms of office of directors, number and selection of officers, and time and place of meeting shall be determined by the Bylaws of this corporation. All the powers of corporation shall be exercisable by the Board of Directors and no action, other than election of directors, shall require a vote of the membership, except where action by the membership is required by law or these articles.

I, the incorporator, sign my name this 31st day of October, 1996.



Michael A. McGraw