

Michigan Department of Commerce

Lansing, Michigan

To All To Whom These Presents Shall Come:

I, Keith Molin, Director, Michigan Department of Commerce, Do Hereby Certify That Articles of Incorporation of \_\_\_\_\_

RIDGEWOOD HILLS SUBDIVISION ASSOCIATION

were duly filed in this office on the 31st day of August, 19 78, in conformity with Act 284, Public Acts of 1972, as amended, and Act 327, Public Acts of 1931, as amended.

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 August, 19 78.

*Keith Molin*

Director

110 200

(Non-Profit Domestic Corporations)  
ARTICLES OF INCORPORATION

These Articles of Incorporation are signed by the incorporators for the purpose of forming a non-profit corporation pursuant to the provisions of Act 327, Public Acts of 1931, as amended, and Act 284, Public Act of 1972, as amended, as follows:

ARTICLE I.

The name of the corporation is Ridgewood Hills Subdivision Association

ARTICLE II.

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

To provide for the improvement, maintenance and preservation of the Common Area, described as:

Ridgewood Park North, Ridgewood Center Park and Ridgewood Park South, located within and being a part of Ridgewood Hills Subdivision No. 1, of part of the West 1/2 of Section 32, Town 1 South, Range 8 East, Plymouth Township, Wayne County, Michigan, according to the plat thereof as recorded with the Wayne County register of Deeds, as well as such additional Common Area to be platted as a part of future Ridgewood Hills Subdivisions to be located in the West 1/2 of Section 32, Plymouth Township, Wayne County, Michigan, hereinafter conveyed to the Association for the benefit of the members, as well as all subdivision entrance gates, storm water drainage and retention areas; and for this purpose to:

a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictions, hereinafter called the "Declaration", and Open Space Agreement applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Wayne County, Michigan, and as the same may be amended from time to time as therein provided, said Declaration and Open Space Agreement being incorporated herein as if set forth at length;

b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

c. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(Article II Continued Under Article V)

ARTICLE III.

Said corporation is organized upon a NON-STOCK basis.  
(Stock share or non-stock)

(a)

~~(If upon a stock share basis fill in the following)~~

~~The total number of shares of stock which the corporation shall have authority to issue is \_\_\_\_\_ of the par value of \$ \_\_\_\_\_ per share.~~

~~A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereon is as follows: \_\_\_\_\_~~

(b)

(If upon a non-stock basis strike out paragraph (a) above and fill in the following)

The amount of assets which said corporation possesses is:

\*Real Property: Three (3) private parks containing a total of 12,945 acres of land and valued at \$93,204.00.

\*Personal Property: None

\*(Give description and value. If none insert "none")

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

This Association is empowered by deed restriction (Declaration) to levy and collect an annual assessment from each lot Owner within the subdivisions covered and hereafter to become covered by the said restrictions.

ARTICLE IV.

(1) The address of the initial registered office is (See part 2 of Instructions)

2900 West Maple Road Troy, Michigan 48084  
(No. and Street) (Town or City) (Zip Code)

(2) The mailing address of the initial registered office is (need not be completed unless different from the above address—See part 2 of Instructions)

\_\_\_\_\_, Michigan \_\_\_\_\_  
(No. and Street) (Town or City) (Zip Code)

(3) The name of the initial resident agent at the registered office is

Gilbert L. Franklin

ARTICLE V.

The names and addresses of the incorporators are as follows:

Names	Residence or Business Address
<u>Norman J. Cohen</u>	<u>2900 West Maple Road, Troy, Michigan 48084</u>
<u>Bernard H. Stollman</u>	<u>2900 West Maple Road, Troy, Michigan 48084</u>
<u>Gilbert L. Franklin</u>	<u>2900 West Maple Road, Troy, Michigan 48084</u>

(Article II Continued)

d. Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members and approved by the Plymouth Township Board of Trustees. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes and/or annex additional residential property and Common Area;

g. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Michigan by law may now or hereafter have or exercise.

ARTICLE VI.

The names and addresses of the first board of directors (or trustees) are as follows:

NAMES	RESIDENCE OR BUSINESS ADDRESS
Norman J. Cohen	2900 West Maple Road, Troy, Michigan 48084
Abraham Ran	2900 West Maple Road, Troy, Michigan 48084
Gilbert L. Franklin	2900 West Maple Road, Troy, Michigan 48084
Bernard H. Stollman	2900 West Maple Road, Troy, Michigan 48084
Phillip Stollman	2900 West Maple Road, Troy, Michigan 48084
Max Stollman	2900 West Maple Road, Troy, Michigan 48084
Irving Stollman	2900 West Maple Road, Troy, Michigan 48084
Phyllis Ziegenfelder	2900 West Maple Road, Troy, Michigan 48084
Lorraine Rice	2900 West Maple Road, Troy, Michigan 48084

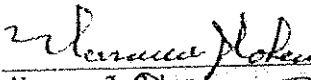

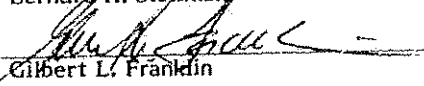
ARTICLE VII.

(Here insert any desired additional provisions authorized by the Acts)

Every owner of a lot in Ridgewood Hills Subdivision, Ridgewood Hills Subdivision No. 2, and Ridgewood Hills Subdivision No. 3, Plymouth Township, Wayne County, Michigan, according to the plats thereof as recorded with the Wayne County Register of Deeds, is by virtue of certain recorded deed restrictions (Declaration), a mandatory member of this Association, with those certain rights and obligations as defined in the restrictions, as well as the By-Laws of this Association.

We, the Incorporators of the above named corporation, hereby sign these Articles of Incorporation on this 17th day of August, 1978.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
Norman J. Cohen  
  
Bernard H. Stollman  
  
Gilbert L. Franklin

(See Instructions on Reverse Side)

(Please do not write in spaces below -- for Department use)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

AUG 25 1978

**FILED**

Michigan Department of Commerce

AUG 31 1978

*Carl*

DIRECTOR

C & S-102 (Rev. 10-76)

**INFORMATION AND INSTRUCTIONS**

**Articles of Incorporation--Non-Profit Corporations  
(Excluding Ecclesiastical Corporations)**

1. Article II should state, in general terms, the specific purpose or object for which the corporation is organized.
2. Article IV--A post office box is not permitted to be designated as the address of the registered office in part 1 of Article IV. The mailing address in part 2 of Article IV may differ from the address of the registered office only if a post office box address in the same city as the registered office is designated as the mailing address.
3. Article V--At least three incorporators are required. Article VI--At least three directors (or trustees) are required. The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
4. The duration of the corporation should be stated in the Articles only if the duration is not perpetual.
5. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
6. An effective date, not later than 90 days subsequent to the date of filing, may be stated in the Articles of Incorporation.
7. One original copy of the Articles is required. A true copy will be prepared by the Corporation and Securities Bureau and returned to the person submitting the Articles for filing.
8. FEES: \$10.00 filing plus \$10.00 franchise; total \$20.00. Checks or money orders should be made payable to the State of Michigan.
9. Mail Articles of Incorporation and fees to:

Michigan Department of Commerce  
Corporation and Securities Bureau  
Corporation Division  
P. O. Box 36054  
Lansing, Michigan 48909

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

FILED

MAY 17 1982

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

Date Received

APR 30 1982

(See Instructions on Reverse Side)

For Use by Domestic and Foreign Corporations

CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT

INSERT CORPORATION IDENTIFICATION NUMBER 7 1 0 — 2 3 0

This certificate is executed in accordance with the provisions of Section 242 of Act 284, Public Acts of 1972, as amended, as follows:

1. The name of the corporation is RIDGEWOOD HILLS SUBDIVISION ASSOCIATION

2. The address of its registered office as currently on file with the Corporation and Securities Bureau is:

(See Part 2 of Instructions)

2900 West Maple Road Troy, Michigan 48084  
(City and Street) (Town or City) (Zip Code)

The mailing address of its registered office is: (Complete only if different from above address. See Part 3 of Instructions)

, Michigan   
(P.O. Box) (Town or City) (Zip Code)

3. (Complete if the address of the registered office is changed.)

The address of the registered office is changed to: (See Part 3 of Instructions)

, Michigan   
(City and Street) (Town or City) (Zip Code)

The mailing address of the registered office is changed to: (Complete only if different from above address. See Part 3 of Instructions)

, Michigan   
(P.O. Box) (Town or City) (Zip Code)

4. The name of the resident agent as currently on file with the Corporation and Securities Bureau is

(See Part 4 of Instructions)

Gilbert L. Franklin

5. (Complete if the resident agent is changed.)

The name of the successor resident agent is Leon Zolkower

6. The corporation further states that the address of its registered office and the address of the business office of its resident agent, as changed, are identical.

7. The changes designated above were authorized by resolution duly adopted by its board of directors or trustees.

Signed this 20th day of April, 19 82

By

*Phyllis Ziegenfelder*

(Signature of President, Vice President, Secretary, Assistant Secretary, Chairperson or Vice-Chairperson)

Phyllis Ziegenfelder, Vice President

(Type or Print Name and Title)

*js*

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS  
 INDICATED IN THE BOX BELOW. Include name, street and number (or  
 P.O. box), city, state and zip code.

RIDGEWOOD HILLS SUBDIVISION ASSOCIATION  
 2900 West Maple Road  
 Troy, Michigan 48064

Telephone:

Area Code 313

Number 643-8810

### INFORMATION AND INSTRUCTIONS

#### Certificate of Change of Registered Office and/or Change of Resident Agent

1. Submit one original copy of the Certificate of Change of Registered Office and/or Change of Resident Agent. A microfilm copy will be prepared for the records in the Corporation and Securities Bureau and the original copy will be returned to the address appearing in the box above as evidence of the filing.

Since the corporate documents are microfilmed for the Bureau's files, it is imperative that the document submitted for filing be legible so that a usable microfilm can be obtained. Corporate documents with poor black and white contrast will be rejected.

2. Insert the present address of the registered office in part 2 of the Certificate. This address must agree with the address of the registered office as designated in the articles of incorporation or subsequent corporate certificate reflecting a change as filed with the Corporation and Securities Bureau.
3. A post office box may not be designated as the address of the registered office. The mailing address may differ from the address of the registered office only if a post office box address in the same city as the registered office is designated as the mailing address.
4. Insert the name of the present resident agent in part 4 of the Certificate. This name must agree with the name of the resident agent as designated in the articles of incorporation or subsequent corporate certificate reflecting a change as filed with the Corporation and Securities Bureau.
5. The Certificate must be signed in ink by the chairperson or vice-chairperson of the board, or the president, vice-president, secretary or assistant secretary of the corporation.
6. Filing Fee: \$5.00. (Make remittance payable to State of Michigan)
7. Mail form and remittance to:

Michigan Department of Commerce  
 Corporation and Securities Bureau  
 Corporation Division  
 P.O. Box 30054  
 Lansing, Michigan 48909  
 Tel. (517)-373-0493

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH  
BUREAU OF COMMERCIAL SERVICES**

Date Received


(FOR BUREAU USE ONLY)

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

Tran Info: 1 16035064-1 06/07/10

Chk#: 1062 Amt: \$10.00

ID: 710230

  
 JUN 14 2010

Name

Anthony Vigliotti

Address

39040 Seven Mile

City

Livonia

State

MI

ZIP Code

48152

Administrator

EFFECTIVE DATE: BUREAU OF COMMERCIAL SERVICES

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

## CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

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

1. The present name of the corporation is: **Ridgewood Hills Subdivision Association**

2. The identification number assigned by the Bureau is:

710230

3. Article VII of the Articles of Incorporation is hereby amended to read as follows:

Every owner of a lot in Ridgewood Hills Subdivision, Ridgewood Hills Subdivision No. 2, and Ridgewood Hills subdivision No. 3, Plymouth Township, Wayne County, Michigan, according to the plats thereof as recorded with the Wayne County Register of Deeds, is by virtue of certain recorded deed restrictions (Declaration), a mandatory member of this Association, with those certain rights and obligations as defined in the restrictions, as well as the By-Laws of this Association.

**Volunteer Directors', Volunteer Officers', and Volunteers' Liability.**

Section 556 of the Michigan Nonprofit Corporation Act provides: "If the corporation's articles of incorporation contain a provision authorized under section 209(e), then a claim for monetary damages for a volunteer director, volunteer officer, or other volunteer's acts or omissions shall not be brought or maintained against a volunteer director, volunteer officer, or other volunteer. The claim shall be brought and maintained against the corporation." In order to avail our volunteer directors, volunteer officers and other volunteers of the protection afforded under law the Ridgewood Hills Subdivision Association amends its Articles of Incorporation as follows: As authorized under Section 209(e), the Ridgewood Hills Subdivision Association, a Michigan nonprofit corporation, assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date this Article is adopted if all of the following are met: the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; the volunteer was acting in good faith;

CONTINUED ON NEXT PAGE



Ridgewood Hills Subdivision Association-Amendment to Article VII continued from previous page

the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; the volunteer's conduct was not an intentional tort; 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 as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

In addition, the personal liability of a volunteer director or volunteer officer to the Ridgewood Hills Subdivision Association or its members for monetary damages for a breach of the director's or officer's fiduciary duty, acts or omissions is eliminated to the fullest extent permitted by the provisions of Section 209(c) of the Michigan Nonprofit Corporation Act, as amended and supplemented. This provision does not eliminate or limit the liability of a director or officer for any of the following: a breach of the director's or officer's duty of loyalty to the corporation or its members; acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; A violation of section 551(1) of the Nonprofit Corporation Act; a transaction from which the director or officer derived an improper personal benefit; an act or omission occurring before the effective date of the provision granting limited liability; an act or omission that is grossly negligent

**6. Nonprofit corporation only: Member, shareholder, or board approval**

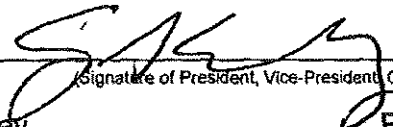
The foregoing amendment to the Articles of Incorporation was duly adopted on the 3rd day of June, 2010 by the (check one of the following)

**Member or shareholder approval for nonprofit corporations organized on a membership or share basis**

- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders 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 members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

**Directors (Only if the Articles state that the corporation is organized on a directorship basis)**

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

<b>Nonprofit Corporations</b>	
Signed this <u>4th</u> day of <u>June</u> , <u>2010</u>	
By <u></u> <small>(Signature of President, Vice-President, Chairperson or Vice-Chairperson)</small>	
<u>Gordon Erley</u> <small>(Type or Print Name)</small>	<u>President</u> <small>(Type or Print Title)</small>