

Department of Energy, Labor & Economic Growth

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 19th day of October, 2009*

Director

Bureau of Commercial Services

RECEIVED

JUL 17 1990

MICHIGAN DEPT. OF COMMERCE

ARTICLES OF INCORPORATION  
OF  
MICHIGAN SHORES COOPERATIVE

902A#6948 0717 DRG&FI

FILED

JUL 17 1990

Administrator  
MICHIGAN DEPT OF COMMERCE  
Corporation & Securities Bureau

The undersigned, being natural persons of full age, do hereby associate for the purpose of forming a consumer cooperative under Chapter 11 of the Michigan Nonprofit Corporation Act (Sections 450.3100 through 450.3192), and, accordingly, hereby adopt the following Articles of Incorporation:

867 289

ARTICLE I.

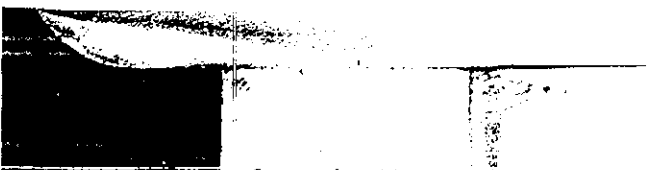
The name of the Corporation is Michigan Shores Cooperative.

ARTICLE II.

The purpose for which the Corporation is formed, and the business and the objectives to be carried on and promoted by it are as follows:

- a. To provide dwelling accommodations on a cooperative basis, in the manner and for the purposes provided in Section 221 of Title II of the National Housing Act, as amended ("the Act").
- b. To construct, operate, and maintain and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the provisions of such housing.
- c. 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.
- d. To apply for and obtain or cause to be obtained from the Federal Housing Commissioner (the "Commissioner"), a contract or contracts of mortgage insurance pursuant to the provisions of the above cited section of the Act.

3C



*Art II*

- e. To enter into any kind of activity and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the non-profit purposes of the cooperative corporation.
- f. To make patronage refunds to members as provided by the by-laws of the Corporation and/or occupancy agreements.

ARTICLE III.

real and personal property  
The assets of the Corporation shall consist of a structure hereafter to be constructed, containing not more than 54 dwelling units and functionally related facilities, for an estimated total value of Three Million Five Hundred Twenty-three Thousand Sixty and no/100 Dollars (\$3,523,060.00). The construction and acquisition of such assets shall be pursuant to FHA insured mortgage financing to be obtained by the Corporation under and pursuant to Section 221(d)(3) of the Act. The Corporation shall also be financed on a member capital basis.

ARTICLE IV.

The Corporation is organized on a nonstock, membership basis and will not be operated for profit. Each member of the Corporation will be restricted to one vote in its affairs.

ARTICLE V.

The principal place of business of the Corporation shall be P.O. Box 1125, Frankfort, Michigan 49635.

ARTICLE VI.

The name and address of the resident agent of the Corporation is The Corporation Company, 615 Griswold Street, Detroit, Michigan 48226.

ARTICLE VII.

The period of duration of the Corporation shall be perpetual.

ARTICLE VIII.

The Corporation shall have seven (7) directors to be elected by members, who shall hold office until their successors are elected and qualified. Until the first annual meeting of members, the Corporation shall be governed by an initial Board of Directors, who are also Incorporators, and whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Lawrence E. Good	866 Bluewater Drive Beulah, MI 49617
Marion Hanson	7200 France Avenue South #128 Edina, MN 55435
Richard Hanson	7200 France Avenue South #128 Edina, MN 55435
Thomas Hook	100 South Center Drive Beulah, MI 49617
Kenneth Howe	550 Grace Road Frankfort, MI 49635
H. Telfer Mook	3646 Crystal Drive Beulah, MI 49617
Dorothy R. Lyons	4529 Crystal Drive Beulah, MI 49617

ARTICLE IX.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise

interested in, any contract or transaction of this Corporation, provided the fact that he or such firm is so interested, shall be disclosed on the minutes of this Corporation; and any director of this Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, provided, however, such director may not vote thereat to authorize any such contract or transaction.

ARTICLE X.

Notwithstanding any provision contained herein, the Corporation formed hereby is authorized to enter into a contract ("Regulatory Agreement") with the Commissioner and shall be bound by the terms thereof to enable the Commissioner to carry out the provisions of the Act. Upon execution, the Regulatory Agreement shall be binding upon the Corporation, its successors and assigns, so long as a mortgage is outstanding, unpaid and insured, or held by the Commissioner.

IN WITNESS WHEREOF, we, the incorporators, have signed these Articles of Incorporation as of the 20 day of JUNE, 1990.

Lawrence E. Good  
LAWRENCE E. GOOD

Marion Hanson  
MARION HANSON

Richard Hanson  
RICHARD HANSON

Thomas Hook  
THOMAS HOOK

Kenneth Howe  
KENNETH HOWE

H. Telfer Mook  
H. TELFER MOOK

Dorothy R. Lyons  
DOROTHY R. LYONS

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF Benzie )

The foregoing instrument was acknowledged before me this 29 day  
of June, 1990, by Lawrence E. Good.

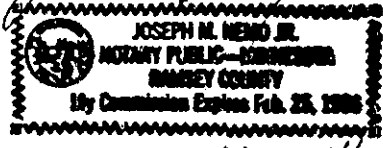
Lindy L. Evans  
Notary Public

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF Hennepin )

LINDY L. EVANS  
NOTARY PUBLIC  
BENZIE COUNTY, MICHIGAN  
MY COMMISSION EXPIRES FEB. 10, 1993

The foregoing instrument was acknowledged before me this 11th day  
of July, 1990, by Marion Hanson.

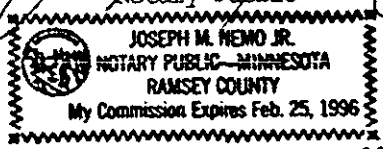
Joseph M. Memo Jr.  
Notary Public



STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF Hennepin )

The foregoing instrument was acknowledged before me this 11th day  
of July, 1990, by Richard Hanson.

Joseph M. Memo Jr.  
Notary Public



STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF Benzie )

The foregoing instrument was acknowledged before me this 29 day  
of June, 1990, by Thomas Hook.

Lindy L. Evans  
Notary Public

LINDY L. EVANS  
NOTARY PUBLIC  
BENZIE COUNTY, MICHIGAN  
MY COMMISSION EXPIRES FEB. 10, 1993

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF Benzie )

The foregoing instrument was acknowledged before me this 29 day  
of June, 1990, by Kenneth Howe.

  
Notary Public

Connie L. Ely

COMM. EXPIRES 11-18-1991

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF Benzie )

The foregoing instrument was acknowledged before me this 29 day  
of June, 1990, by H. Telfer Mook.

  
Notary Public

LINDY L. EVANS

NOTARY PUBLIC

BENZIE COUNTY, MICHIGAN

MY COMMISSION EXPIRES FEB. 19, 1993

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF Benzie )

The foregoing instrument was acknowledged before me this 29th day  
of June, 1990, by Dorothy R. Lyons.

  
Notary Public

Connie L. Ely

COMM. EXPIRES 11-18-1991

1166N/042690

## NOTICE OF FILING OF DOCUMENT

The enclosed document has been filed by the Corporation and Securities Bureau, Michigan Department of Commerce. A microfilm copy of the document has been prepared for the Bureau's files. THE ENCLOSED ORIGINAL DOCUMENT SHOULD BE RETAINED FOR YOUR RECORDS AS PROOF OF FILING.

### NO ADDITIONAL FEES ARE DUE

Each corporation or limited partnership is assigned an identification number as indicated on the document. Please make reference to this number in any future correspondence or filing with this office.

If checked, the following item(s) apply to this filing and should be noted:

- The Certificate must reflect the registered office and/or resident agent on record prior to the filing of this change. We have adjusted the Certificate accordingly.
- Adjustments made within this document were made pursuant to telephone authorization.  
*from C. Schlar for C. Schlar*
- The Act requires only one originally executed copy of a document to be submitted for filing. We return the duplicate copies herewith.
- Fees remitted are in excess in the amount of \_\_\_\_\_ and a refund of this excess has been ordered. The State refund warrant will be forthcoming in the near future.
- A mailing address for the registered office of a foreign corporation is not required under Michigan law. The registered office mailing address indicated on the Certificate will be placed on record for informational purposes only and will not be used for mailings originating from this office.
- Pursuant to Section 1021 (2), Act 284, P.A. of 1972, as amended, (MCL 450.2021) a foreign corporation that is the survivor of a merger must file a certificate attesting to the occurrence of the merger, issued by the office where the merger is filed, within 30 days after the merger becomes effective. The filing fee for this certificate is \$10.00. If the merger changes the name of the survivor, the nature of the business in Michigan, or its authorized capital stock, the enclosed Amended Application should also be filed with this office. The filing fee for the Amended Application is \$10.00. Remittances should be made payable to the State of Michigan.
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Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division, P.O. Box 30054, Lansing, Michigan 48900. Telephone: (517) 334-6302.



***Michigan Department of Energy, Labor & Economic Growth***

***Filing Endorsement***

***This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION***

***for***

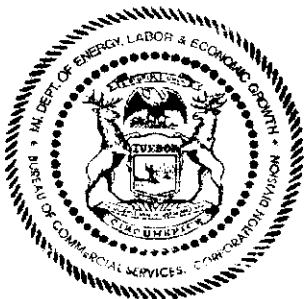
***MICHIGAN SHORES COOPERATIVE***

***ID NUMBER: 867289***

***received by facsimile transmission on October 19, 2009 is hereby endorsed***

***Filed on October 19, 2009 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 19TH day of October, 2009.***

A handwritten signature in black ink, appearing to read "A. Hughes", written over a faint horizontal line.

***Director***

BCS(CO-516 (Rev. 03/07)

MICHIGAN DEPARTMENT OF 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.
Name	
Address	
City	State ZIP Code
<input type="checkbox"/> Document will be returned to the name and address you enter above. <input type="checkbox"/> If left blank document will be mailed to the registered office.	
EFFECTIVE DATE:	

## 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:	Michigan Shores Cooperative
2. The identification number assigned by the Bureau is:	867289

3. Article <u>  X  </u> of the Articles of Incorporation is hereby amended to read as follows:
See attached

10/19/2009 10:18AM

**COMPLETE ONLY ONE OF THE FOLLOWING:**

**4. Profit or Nonprofit Corporation: For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.**

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_ , 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 \_\_\_\_\_ , \_\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

**5. Profit Corporation Only: Shareholder or Board Approval**

The foregoing amendment to the Articles of Incorporation proposed by the board was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_ , by the: (check one of the following)

- shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.
- board of a profit corporation pursuant to section 611(2) of the Act.

Profit Corporations and Professional Service Corporations

Signed this \_\_\_\_\_ day of \_\_\_\_\_ , \_\_\_\_\_

By \_\_\_\_\_  
(Signature of an authorized officer or agent)

\_\_\_\_\_  
(Type or Print Name)

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

The foregoing amendment to the Articles of Incorporation was duly adopted on the 19th day of October, 2009 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.

Nonprofit Corporations

Signed this 19th day of October, 2009

By *James Lalas*  
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

James Lalas, President  
(Type or Print Name) (Type or Print Title)

BCS/CD-015 (Rev. 03/07)

Name of person or organization remitting fees:

Preparer's name and business telephone number:

Gockerman, Wilson, Saylor &amp; Hesslin, P.C.

Richard M. Wilson, Jr.

(231) 723-8333

### INFORMATION AND INSTRUCTIONS

- This form may be used to draft your Certificate of Amendment to the Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
- Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.  
  
Since the document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
- This Certificate is to be used pursuant to the provisions of section 631 of Act 284, P.A. of 1972, or Act 162, P.A. of 1982, for the purpose of amending the Articles of Incorporation of a domestic profit corporation or nonprofit corporation. Do not use this form for restated articles.
- Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
- Item 3 - The article(s) being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
- If the amendment changes the term of existence to other than perpetual, all nonprofit corporations except churches must obtain a consent to dissolution, or a written statement that the consent is not required, from the Michigan Attorney General, Consumer Protection and Charitable Trusts Division, P.O. Box 30214, Lansing, MI 48909, (517) 373-1152. Application for the consent should be made at least 45 days before the desired effective date of the dissolution. This certificate cannot be filed unless it is accompanied by the consent or written statement.
- This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
- Signatures:**  
**Profit Corporations:** (Complete either Item 4 or Item 5)  
 1) Item 4 must be signed by at least a majority of the incorporators listed in the Articles of Incorporation.  
 2) Item 5 must be signed by an authorized officer or agent of the corporation.  
  
**Nonprofit Corporations:** (Complete either Item 4 or Item 6)  
 1) Item 4 must be signed by all of the incorporators listed in the Article of Incorporation.  
 2) Item 6 must be signed by either the president, vice-president, chairperson or vice-chairperson.
- FEES:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

NONREFUNDABLE FEE: \$10.00

ADDITIONAL FEES DUE FOR INCREASED AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:

Amount of Increase	Fee
1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$300.00
5,000,001-10,000,000	\$500.00
More than 10,000,000	\$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000, or portion thereof

To submit by mail:

Michigan Department of Labor & Economic Growth  
 Bureau of Commercial Services - Corporation Division  
 P.O. Box 30054  
 Lansing, MI 48903

To submit in person:

2501 Woodlake Circle  
 Okemos, MI  
 Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>  
 Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

The Department of Labor & Economic Growth will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, disability or political beliefs. If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to this agency.

# *Michigan Department of Energy, Labor & Economic Growth*

## *Filing Endorsement*

*This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION*

*for*

*MICHIGAN SHORES COOPERATIVE*

*ID NUMBER: 867289*

*received by facsimile transmission on October 19, 2009 is hereby endorsed*

*Filed on October 19, 2009 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 19TH day of October, 2009.*

A handwritten signature in black ink, appearing to read "A. Hughes", written over a horizontal line.

*Director*

BCS/CD-516 (Rev. 03/07)

<b>MICHIGAN DEPARTMENT OF LABOR &amp; ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES</b>		
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.	
Name		
Address		
City	State	ZIP Code
<input type="checkbox"/> Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.		EFFECTIVE DATE:

### 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:	Michigan Shores Cooperative
2. The identification number assigned by the Bureau is:	867289

3. Article	X	of the Articles of Incorporation is hereby amended to read as follows:
See attached		

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

The foregoing amendment to the Articles of Incorporation was duly adopted on the 19th day of October, 2009 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.

Nonprofit Corporations

Signed this 19th day of October, 2009

By *James Lalas*  
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

James Lalas, President  
(Type or Print Name) (Type or Print Title)



## ARTICLE X

1. So long as the Secretary of the Department of Housing and Urban Development ("Secretary" or "HUD") or the Secretary's successors or assigns is the insurer or holder of the mortgage note secured by the mortgage on Michigan Shores Cooperative, HUD Project No. 047-35241 in the City of Frankfort, Benzie County, Michigan (the "Project"), no amendment to the Articles of Incorporation or the By-Laws dated June 29, 1990 (the "Articles of Incorporation") that results in any of the following will have any force or effect without the prior written consent of the Secretary nor shall the Corporation or any of its officers/directors be permitted to do any of the following:
  - A. Any amendment that modifies the term of the Corporation;
  - B. Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional officer, director or member;
  - C. Any amendment that in any way affects the note, mortgage or security agreement on the Project or the Regulatory Agreement between HUD and the owner of the Project (the "Regulatory Agreement");
  - D. Any amendment that would authorize any officer other than the President or preapproved officer to bind the Corporation for all matters concerning the Project which require HUD's consent or approval;
  - E. Any change in the guarantor of any obligation to the Secretary;
  - F. No provision required by HUD to be inserted into the Corporation's organizational documents may be amended;
  - G. Voluntarily dissolve or change to another type of entity;
  - H. Any party acquiring any of the following positions anew must meet the applicable requirements for HUD previous participation clearance:
    - i. Any Director or Officer of the Corporation
    - ii. Any member with ten (10%) percent or greater governance interest, and
    - iii. Any member with twenty-five (25%) percent or greater financial interest.
2. The Corporation is authorized to execute or assume a note, mortgage and security agreement in order to secure a loan insured by the Secretary and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the HUD-insured loan.
3. Notwithstanding any other provisions of the Articles of Incorporation or the By-Laws, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

4. Notwithstanding any other provisions of these Articles of Incorporation or the By-Laws, in the event that any provision of these Articles of Incorporation and/or the By-Laws conflict with the terms of the note, mortgage, security agreement or HUD Regulatory Agreement, the provisions of the note, mortgage, security agreement and/or Regulatory Agreement will control.
5. So long as the Secretary or the Secretary's successors or assigns is the insurer or holder of the note on the Project, the Corporation may not voluntarily be dissolved without the prior written approval of the Secretary.
6. Notwithstanding any other provisions of the Articles of Incorporation or the By-Laws, so long as HUD is the insurer or holder of the mortgage note, any cash distributions may only be made in accordance with the terms of the HUD Regulatory Agreement.
7. Notwithstanding any other provisions of the Articles of Incorporation or the By-Laws, so long as HUD is the insurer or holder of the mortgage note, any costs incurred by the Corporation as a result of indemnification provided to the Directors and/or Officers of the Corporation, or any other person or entity, may only be paid from surplus cash and/or residual receipts, if applicable, to the extent available, as that term is defined by the HUD regulatory agreement.
8. The Officers and Directors of the Corporation and members if applicable, agree to be liable in their individual capacity to HUD for:
  - A. Funds or property of the Project coming into their possession, which by the provisions of the Regulatory Agreement they are not entitled to retain;
  - B. Their own acts and deeds, or acts and deeds of others which they have authorized, in violation of the provisions of the Regulatory Agreement;
  - C. The acts and deeds of affiliates, as defined in the Regulatory Agreement, which they have authorized in violation of the provisions of the Regulatory Agreement; and
  - D. As otherwise provided by law.
9. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the provisions contained in this Article X shall be deemed to take precedent and have priority over any of the other provisions contained in these Articles of Incorporation. In the event that any of the provisions of this Article X conflict with any other provision of these Articles of Incorporation or the Bylaws, the provisions contained in this Article X shall be deemed to apply and take precedence over the other conflicting provisions.
10. The Corporation has designated James Lalas as its official representative for all matters concerning the Project which require HUD consent or approval. The signature of this person will bind the Corporation in all such matters. The Corporation may from time to time appoint a new representative to perform this function, but within 3 business days of doing so, will provide HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified above has full or partial authority of management of the Project, the Corporation will promptly provide HUD with the name of that person and the nature of that person's management authority.

9228#1121 1221 N-MAR \$10.00

9228#1121 1221 BR&FI \$5.00

FILING FEE  
\$10.00

### 1990 MICHIGAN ANNUAL REPORT - NONPROFIT CORPORATIONS

**FILED BY DEPARTMENT** JAN 5 '93 (Please read instructions on reverse side before completing form)  
This report shall be filed by all nonprofit corporations on or before October 1, 1990. This report is required in accordance with the provisions of Section 911, Act 162, Public Acts of 1982, as amended. Penalties may be assessed under the Act for failure to file.

<b>This Report Must be Filed on or before October 1, 1990</b>	CORPORATION NUMBER <b>867289</b>
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<b>1. CORPORATE NAME</b>		FILING FEE: \$ 10.00 MAKE REMITTANCE PAYABLE TO: "STATE OF MICHIGAN" RETURN TO: DEPARTMENT OF COMMERCE CORPORATION AND SECURITIES BUREAU P.O. BOX 30057, LANSING, MICHIGAN 48909 TELEPHONE: (517) 334-6300
MICHIGAN SHORES COOPERATIVE 641 Michigan Ave. Frankfort, MI. 49635		

2. Resident Agent - do not alter preprinted information in this item or item 3. <u>The Corporation Company</u>		3. Registered Office Address in Michigan - No., Street, City, ZIP 615 Griswold Detroit, Mi. 48226	
4. Federal Employer No. 38-294-3190	5. Term of Existence (if not perpetual) Perpetual	6. The Act Under Which Incorporated (if other than 1931, P.A. 327, or 1982 P.A. 162) 450-3192 Chapt. 11 (Sec. 450-3100)	7. State of Incorporation Michigan
		8. Incorporation Date 7/17/1990	9. Date of Admittance (Foreign corp.)

**10. COMPLETE THIS SECTION ONLY IF THE RESIDENT AGENT IN ITEM 2 OR THE REGISTERED OFFICE IN ITEM 3 HAS CHANGED.**

a. The name of the successor resident agent is: - Arthur E. Jackson

b. The address of the registered office is changed to:  
641 Michigan Ave. Frankfort, Michigan 49635  
(Street Address) (City) (ZIP Code)

c. The mailing address of the registered office if different than 10b. is:  
\_\_\_\_\_, Michigan \_\_\_\_\_  
(Address) (City) (ZIP Code)

**ADD \$5.00 TO THE \$10.00 ANNUAL REPORT FILING FEE IF THIS SECTION IS COMPLETED**

11. The authorized capital stock, if any, is \$ \_\_\_\_\_, and the number of shares is \_\_\_\_\_

12. The purposes of the corporation: To provide cooperatively-owned housing for its Members.

13. The value of all real and personal property and cash owned at time of filing this report: \$ 3,472,346.00  
(If none, insert "None")

14. The nature and kind of business in which the corporation has engaged during the year covered by this report:  
None-Article IV of Art. of Inc. states that "the corporation is organized on a non-stock, membership basis and will not be operated for profit."

15. What, if any, distribution of funds has been made to any members or shareholders during the year covered by this report. Explain your answer.  
(If none, insert "None") None

16. A statement of the aggregate amount of any loans, advances, overdrafts or withdrawals and repayment thereof made to or by officers, directors, members, or shareholders of the corporation otherwise than in the ordinary and usual course of business of the corporation and on the ordinary and usual terms of payment and security at the time of filing. Explain your answer. None - See # 13 answer/explanation  
(If none, insert "None")

The corporation states that the address of its registered office and the address of the business office of its resident agent are identical. Any changes were authorized by resolution duly adopted by its board of directors.

Signed this 18 day of December, 1992 By Arthur E. Jackson  
(SIGNATURE OF AUTHORIZED OFFICER OR AGENT)  
Arthur E. Jackson, President  
(Type or Print Name and Title)

OVER - COMPLETE OTHER SIDE orig not returned DEC 21 1992

17. Corporate Officers and Directors – As of October 1, 1990.

OFFICE		NAME, STREET & NUMBER, CITY, STATE & ZIP CODE
If Different than President	President	Arthur E. Jackson, 641 Michigan Ave. Frankfort, MI. Unit 212
	Secretary	Alfred Hyams, Same ,Unit #318
	Treasurer	George Baker, Unit 208
	Vice-President	Dorthea Groth Unit 104
If Different than Officers	Director	Gilbert Daneilson, Unit 219
	Director	Neva Schalm, Unit 101
	Director	Edmond Carr, Unit 302
	Director	

MICHIGAN DEPARTMENT OF COMMERCE  
CORPORATION AND SECURITIES BUREAU  
P.O. BOX 30057, LANSING, MI 48909  
TELEPHONE: (517) 334-6300

1991  
**MICHIGAN  
ANNUAL REPORT  
NONPROFIT CORPORATIONS**

FOR OFFICE USE ONLY

9130#2863 1025 URG&FI \$5.00  
9130#2863 1025 N-MAR \$10.00

Required by Section 911, Act 162, Public Acts of 1982, as amended. Failure to file this report may result in the dissolution of the corporation.

READ INSTRUCTIONS ON REVERSE SIDE

CORPORATION NUMBER **867289**

<b>This Report must be filed on or before October 1, 1991.</b>		If the Resident Agent or the Registered Office has changed enter the corrections below and add \$5.00 to the \$10.00 filing fee. Make remittance payable to "State of Michigan".	
1. Corporate Name <b>MICHIGAN SHORES COOPERATIVE</b> <del>PO 1125</del> <b>PO 1125</b> <b>FRANKFORT MI 49635</b>		1a. Mailing address of registered office if different than 1 <b>641 Michigan Ave</b> <b>Frankfort 49635-9423</b>	
2. Resident Agent <b>THE CORPORATION COMPANY</b>		2a. Resident Agent if different than 2	
3. Registered Office Address in Michigan - NO., STREET, CITY, <b>615 GRISWOLD</b> <b>DETROIT 48226</b>		3a. Address of registered office if different from 3 - NO., STREET, CITY, ZIP	
4. Federal Employer No. <b>38-294-3190</b>	5. Term of Existence (if not perpetual) <b>PERPETUAL</b>	6. The Act Under Which Incorporated (if other than 1931, P.A. 327 or 1982, P.A. 162) <b>Chapter 11 (Sections 450.3100 - 450.3192)</b>	
7. State of Incorporation <b>MI</b>	8. Incorporation Date <b>07/17/1990</b>	9. Date of Admittance (Foreign Corporation)	
10. The authorized capital stock value (if any): <b>\$ 0</b>	10a. Number of shares: <del>1000</del>	11. The value of all real and personal property and cash owned at the time of filing this report (if none enter "none"): <b>\$ 3,472,346.00</b>	
12. State the purpose of the corporation and the nature and kind of business in which the corporation has engaged during the year covered by this report: <b>to provide cooperatively-owned housing for its members</b>			
13. What, if any, distribution of funds has been made to any members or shareholders during the year covered by this report. Explain your answer (if none enter "none"): <b>none - Article IV of Articles of Incorporation states that "the corporation is organized on a nonstock, membership basis &amp; will not be operated for profit."</b>			
14. A statement of the aggregate amount of any loans, advances, overdrafts, drawings and repayments thereof made to or by officers, directors, members, or shareholders of the corporation otherwise than in the ordinary and usual course of business of the corporation and on the ordinary and usual terms of repayment and security at the time of filing. Explain your answer (if none enter "none"): <b>none. See #13 answer/explanation.</b>			
15. Corporate Officers and Directors - As of October 1, 1991 (Name, Street Address, City, State, ZIP Code)			
If different than officers	President	<b>H. Telfer Mook, 3646 Crystal Dr., Beulah, MI 49617</b>	
	Secretary	<b>Dorothy Lyons / Assist. Sec: Marion Hanson, 7300 France #188, Edina, MN 55435</b>	
	Treasurer	<b>Tom Hook, 641 Michigan Ave. - #306, Frankfort, MI 49635-9423</b>	
	Vice-President		
If different than President	Director		
	Director		
	Director		
	Director		

FILED BY DEPARTMENT NOV 21 1991 FOR OFFICE USE ONLY

The Corporation states that the address of its registered office and the address of the business office of its resident agent are identical. Any changes were authorized by resolution duly adopted by its board of directors.

Signed this 15<sup>th</sup> day of October, 19 91  
By Marion D. Hanson OCI  
(Signature of Authorized Officer or Agent) \*

\* If the Resident Agent or Registered Office has changed, this report must be signed by either the President, Vice-President, Chairperson, Vice-Chairperson, Secretary, or Assistant Secretary of the corporation.

MARION D. HANSON, ASSIST. SEC.  
(Type or Print Name and Title)



**1998 NONPROFIT CORPORATION  
INFORMATION UPDATE**

To certify there are no changes from your previous filing check this box and skip to Item 6.

Filing Fee \$10.00

**FOR BUREAU USE ONLY**

<b>867289</b> IDENTIFICATION NUMBER	THE OFFICE IS LOCATED AT: 6546 MERCANTILE WAY LANSING MI 48910 (517) 334-6300	RETURN TO: MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU P.O. BOX 30057 LANSING MI 48909-7557
Corporate Name and Mailing Address  <p align="center">MICHIGAN SHORES COOPERATIVE 641 MICHIGAN AVE FRANKFORT MI 49635</p> <p align="right">           09/18/1998 RTHELE            Trans 00914138            867289            7393            Total \$10.00            Corps Non Profit Annual Report  <b>FILED BY DEPARTMENT OCT 07 1998</b> </p>		
Registered Office Address in Michigan - NO., STREET, CITY, ZIP 641 MICHIGAN AVE FRANKFORT 49635	Resident Agent ARTHUR E. JACKSON	

1. Mailing address of registered office if different than preprinted information above	2. Resident Agent if different than above  <p align="center">George Baker</p>
3. Address of registered office if different than preprinted information above - NO., STREET, CITY, ZIP	

4. Describe the purpose and activities of the corporation during the year covered by this report:

5.	NAME	BUSINESS OR RESIDENCE ADDRESS
	President Ila Mae Hanel	641 Michigan Ave., Apt #205
	Vice President Marie Stevens	Same Apt#302
If different than President	Secretary Aurthur Strong	Same Apt #204
	Treasurer Lawrence Good	Same Apt #308
If different than Officers	Director Assistant Treasurer - George Baker	Same Apt# 208
	Director Paul Rauth	Same Apt # 104
	Director Alfred Hyams	Same Apt #316

The corporation states that the address of its registered office and the address of the business office of its resident agent are identical. Any changes were authorized by resolution duly adopted by its board of directors.

If space is insufficient, you may include additional pages. **PLEASE DO NOT STAPLE ADDITIONAL PAGES TO THIS REPORT.**  
 Enclose \$10.00 made payable to the State of Michigan. This report must be filed on or before October 1.

6. Signature of an Authorized Officer or Agent of the Corporation <i>George H Baker</i>	Title <i>Resident Agent</i>	Date <i>9/16/98</i>
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Required by Section 911, Act 162, Public Acts of 1982, as amended. Failure to file this report may result in the dissolution/revocation of the corporation.



1999 NONPROFIT CORPORATION

INFORMATION UPDATE

FILED BY DEPARTMENT OCT 07 1999

To certify there are no changes from your previous filing check this box and proceed to Item 6.

If the resident agent and/or registered office has changed complete Items 1-6. If only officer and director information has changed complete Items 4-6.

IDENTIFICATION NUMBER 867289	CORPORATION NAME MICHIGAN SHORES COOPERATIVE
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Resident Agent Name and Mailing Address of the Registered Office  
~~GEORGE BAKER~~ Michigan Shores Cooperative  
 641 MICHIGAN AVE  
 FRANKFORT MI 49635

09/15/1999 BLOCK  
 Trans 0161770

0  
 0  
 Total \$10.00

Crys Non Profit Annual Report

The Address of the Registered Office  
 641 MICHIGAN AVE  
 FRANKFORT 49635

1. Mailing address of registered office in Michigan (may be a P.O. Box)	2. Resident Agent Charlotte Nametz
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3. The address of registered office in Michigan (a P.O. Box may not be designated as the address of the registered office)

4. Describe the purpose and activities of the corporation during the year covered by this report.  
 To Provide cooperatively-owned housing for it's members-

5.	NAME	BUSINESS OR RESIDENCE ADDRESS
President (Required)	Marie Stevens	641 Michigan Ave. #302 Frankfort, Mi 49635
Secretary (Required)	Arthur Strong	#204
Treasurer (Required)	Lawrence Good	#308
Vice President	Charlotte Nametz	#111
Director (Required)	Ila Mae Hanel	#205
Director	Paul Rauth	#104
Director	Alfred Hyams	#316

6. The filing fee is \$10.00. Please make your check or money order payable to the State of Michigan. This report must be filed on or before October 1, 1999. Return report and fee to:  
 Michigan Department of Consumer and Industry Services  
 Corporation, Securities and Land Development Bureau  
 P.O. Box 30057  
 Lansing, MI 48909-7557  
 (517) 334-6300

Signature of an authorized officer or agent <i>Lawrence Good</i>	Date 9/10/99	Phone (Optional) 231-352-7217
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If more space is needed, additional pages may be included. Do not staple any items to the report.  
 This report is required by Section 911, Act 162, Public Acts of 1982, as amended. Failure to file this report may result in the dissolution/revocation of the corporation.