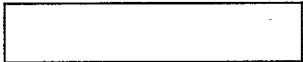


MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES																				
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<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3" style="padding: 2px;">Name</td> </tr> <tr> <td colspan="3" style="padding: 2px;">William W. Hall, Warner Norcross & Judd LLP</td> </tr> <tr> <td colspan="3" style="padding: 2px;">Address</td> </tr> <tr> <td colspan="3" style="padding: 2px;">111 Lyon Street, NW, Suite 900</td> </tr> <tr> <td style="padding: 2px;">City</td> <td style="padding: 2px;">State</td> <td style="padding: 2px;">Zip Code</td> </tr> <tr> <td style="padding: 2px;">Grand Rapids</td> <td style="padding: 2px;">Michigan</td> <td style="padding: 2px;">49503-2487</td> </tr> </table>			Name			William W. Hall, Warner Norcross & Judd LLP			Address			111 Lyon Street, NW, Suite 900			City	State	Zip Code	Grand Rapids	Michigan	49503-2487
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RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the Corporation is BAYBERRY FARMS COMMUNITY ASSOCIATION.
2. The identification number assigned by the Bureau is 734-529.
3. The Corporation has had no former names.
4. The date of filing the original Articles of Incorporation was: May 12, 1995.
5. The following Restated Articles of Incorporation supersede the original Articles of Incorporation as amended and shall be the Articles of Incorporation of the Corporation:

ARTICLE I

Name

The name of the Corporation is:

BAYBERRY FARMS COMMUNITY ASSOCIATION.

ARTICLE II

Purposes

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

(a) To manage, administer, and maintain the affairs of Bayberry Farms Community Association (the "**Corporation**") and to provide services as described in a certain Amended and Restated Declaration of Covenants and Conditions for Bayberry Farms Development ("**Declaration**") prepared and recorded by the Corporation on behalf of its members in order to benefit the Bayberry Farms Development, a mixed use residential and commercial development located in the City of Wyoming, Kent County, Michigan, as such development may be expanded from time to time in the future and defined in the Declaration or an amendment to the Declaration (collectively, "**Development**");

(b) To levy and collect assessments against and from the members of the Corporation and to use the proceeds from the members for the purposes of the Corporation, and to enforce assessments through liens and foreclosure proceedings where appropriate;

(c) To carry insurance and to collect and allocate the proceeds of insurance;

(d) To construct, and to restore, repair, or rebuild improvements to interests in lands owned by the Corporation, or any portion of them, after occurrence of casualty, and to negotiate on behalf of all of the members in connection with any taking of such interests in lands and improvements, or any portion of them, by eminent domain;

(e) To contract for and employ, supervise, and discharge persons or business entities to assist in the management, operation, maintenance, and administration of the lands and the affairs of the Corporation;

(f) To make reasonable rules and regulations governing the use and enjoyment of the Development by members and their tenants, guests, employees, invitees, families and pets and to enforce such rules and regulations by all legal methods, including, without limitation, imposing fines and late payment charges, or instituting eviction or legal proceedings;

(g) To own, maintain and improve, and to buy, sell, convey, assign, transfer, mortgage, or lease (as landlord or tenant), or otherwise deal in any real or personal property, including, but not limited to, any condominium unit, easements, rights-of-way, licenses or any other real property, whether or not contiguous to the Development, to benefit the members of the Corporation, and to further any other appropriate purposes of the Corporation;

(h) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Corporation, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

(i) To establish committees as it deems necessary, convenient or desirable and to appoint persons to such committees to them, to administer the easements and the affairs of the Corporation and to delegate to such committees any functions or responsibilities which are not by law or the Declaration or other documents of the Association required to be performed by the Board of this Corporation;

(j) To enforce the provisions of the Declaration and of these Articles of Incorporation, the Bylaws and rules and regulations of this Corporation as may in the future be adopted, and to sue on behalf of the Corporation or the members and to assert, defend or settle claims on behalf of the members with respect to the rights granted to them under the Declaration;

(k) To provide services to persons who own real estate in and/or occupy the Development;

(l) To participate in and to carry on such activities as the Board of Directors of the Corporation may determine for the promotion of social and recreational activities for the benefit of the Corporation members;

(m) To deal with and distribute the Corporation's income and assets in such manner as in the Board of Directors' judgment will best promote its objectives and purposes; and

(n) 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 the lands, improvements and matters referenced in the Declaration and to the accomplishment of any of the purposes of the Corporation not forbidden, and with all powers conferred upon nonprofit corporations by the laws of the State of Michigan.

ARTICLE III

Form of Organization, Assets and Financing

This Corporation is organized on a nonstock membership basis.

The Corporation possesses the following assets:

Real Property: Certain real property located within the Development defined as "Common Area" in the Declaration, and having a valuation as of March 16, 2011, of approximately \$_____.

Personal Property: Certain personal property consisting of office supplies, equipment and furnishings located within the Development, and deposit accounts, having a valuation as of March 16, 2011, of approximately \$_____.

This Corporation is to be financed under the following general plan: Assessment of Members.

ARTICLE IV

Registered Office and Resident Agent

The mailing and street address of the Corporation's registered office is 4460 44th Street, S.E., Suite C-500, Kentwood, Michigan 49512. The name of the resident agent at the registered office is Jacquelyn Post.

ARTICLE V

Membership

This Corporation is organized on a membership basis. The qualifications of members, the manner of their admission to membership in the corporation, the termination of membership and voting by members shall be as follows:

(a) Each person or entity owning a Lot in the Development shall be a member of the Corporation, and no other person or entity shall be entitled to membership. As used in this Article, the term "**Lot**" has the meaning set forth in the Declaration.

(b) Membership in the corporation shall be established by the acquisition of legal or equitable title to a Lot in the Development and by recording with the Register of Deeds in the County where the Development is located a deed or other instrument evidencing such title and the furnishing of evidence of that deed or other instrument satisfactory to the Corporation, the new owner will then become a member of the Corporation, and the membership of the prior owner of such Lot will then be terminated.

(c) Neither membership nor the share of the member in the funds and assets of the Corporation can be assigned, pledged or transferred in any manner, except as an appurtenance to a Lot within the Development.

(d) Voting by members shall be in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE VI

Term

The term of this Corporation shall be perpetual.

ARTICLE VII

Members' Action Without Meeting

Any action required or permitted 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 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 the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

ARTICLE VIII

Transactions Involving Interested Officers and Directors

A contract or other transaction between this Corporation and one or more of its directors or officers, or between this Corporation and another corporation, firm or association of any type or kind, in which one or more of this Corporation's directors or officers are directors or officers, or are otherwise interested, is not void or voidable solely because of such common directorship, officership or interest, or solely because such directors are present at the meeting of the board or committee thereof which authorizes or approves the contract or transaction, or solely because their votes are counted for such purpose if:

(a) The contract or other transaction is fair and reasonable to this Corporation when it is authorized, approved or ratified; or

(b) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or known to the board or committee, and the board or committee authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director; or

(c) The material facts as to the director's or officer's relationship or interest as to the contract or transaction are disclosed or known to the members, and they authorize, approve or ratify the contract or transaction.

ARTICLE IX

Limitation of Volunteer Director's and Officer's Liability

A volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty, except that the liability of a director or officer is not eliminated or limited for any of the following:

- (a) A breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act (the "Act"), which section relates to the making of unauthorized dividends or distributions;
- (d) A transaction from which the director or officer derived an improper personal benefit; and
- (e) An act or omission that is grossly negligent.

If the Act is amended to further eliminate or limit the liability of a volunteer director or officer, then a volunteer director or officer of the Corporation (in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Act as so amended, not be liable to the Corporation or its members. No amendment to or alteration, modification or repeal of this Article shall increase the liability or alleged liability of any volunteer director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to acts or omissions occurring after the date the amendment was adopted.

ARTICLE X

Assumption of Liability for Acts of Volunteers

The Corporation shall assume all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties. Except as provided in the previous sentence, the Corporation shall assume the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer if 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 as provided by Section 3135 of the Michigan Insurance Code of 1956.

A nondirector volunteer will be presumed to be acting within the scope of his or her authority if he or she has obtained written authorization for the activity to be volunteered in advance of the activity from any officer or director of the Corporation also acting within the scope of his or her authority. No amendment to or alteration, modification or repeal of this article shall reduce the scope of the Corporation's assumption of liability under this article for or with respect to any volunteer's acts or omissions that occur before such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to acts or omissions occurring after the date the amendment was adopted.

ARTICLE XI

Indemnification of Directors and Officers

The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a director or officer, or is or was serving at the request of the Corporation in another capacity, to the fullest extent permitted by the Act, provided that no director or officer shall be indemnified if he or she was not acting within the qualification for directors or officers as set forth in the bylaws of the Corporation. The Corporation may indemnify persons who are not directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. A change in the Act, these Articles, or the bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.

ARTICLE XII

Amendments

These Articles of Incorporation may be amended, altered, changed or repealed only by the affirmative vote of not less than two-thirds (2/3) of the entire membership of this Corporation.

These Restated Articles of Incorporation were duly adopted on March 16, 2011, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation and were duly adopted by the members of the Corporation. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

I, the President of the Corporation, have signed these Restated Articles of Incorporation on _____, 2011.

By _____
Edward Kape, Sr., President

**Preparer's name and business
address and telephone number:**

William W. Hall
Warner Norcross & Judd LLP
111 Lyon Street, NW, Suite 900
Grand Rapids, Michigan 49503-2487
(616) 752-2000
1440526-3

**Name of person or organization
submitting fees:**

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Grand Rapids, Michigan 49503-2487
(616) 752-2000