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C0517-4308 07/16/2025 Received by Michigan Corporations Division



STATE OF MICHIGAN
CSCL/CD- 502 - ARTICLES OF INCORPORATION -
DOMESTIC NONPROFIT CORPORATION

Corporations Division Administrator

FILED

Entity #: 900058378

Filed Date: 7/18/2025

Articles of Incorporation

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

Article I

Michigan Nonprofit Corporation Name WESLEY FARMS ASSOCIATION

Article II

The purpose or purposes for which the corporation is formed are: See attached

Article III

The corporation is formed on a Stock or Nonstock basis: Nonstock
a. Real Property Assets: None
b. Personal Property Assets: None
c. The corporation is to be financed under the following general plan: Levy and collection of assessments from members to defray the costs, expenses and losses of the Corporation.
The corporation is formed on a Membership or Directorship basis: Membership

Article IV

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

Agent Name JOY WATTS

The street address of the location of the registered office is:

Street Address 5071 GULL ROAD
KALAMAZOO, MI 49048

☒ I certify the above individual/company has agreed to serve as the Resident Agent for service of process for this entity.

Article V

The name and address of the incorporator/incorporators is/are as follows:

Name of individual or organization	Address
MARK C HANISCH	3033 ORCHARD VISTA DRIVE SE SUITE 308 GRAND RAPIDS, MI 49546

Article VI

☒ Pursuant to Section 209(c) of the Act, a director or volunteer officer shall not be personally liable to the corporation, its shareholders, or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following: (i) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled. (ii) Intentional infliction of harm on the corporation, its shareholders, or members. (iii) A violation of Section 551. (iv) An intentional criminal act. (v) A liability imposed under Section 497(a).

☒ Pursuant to Section 209(d) of the Act, the corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's duties.

- ☒ Pursuant to Section 209(e) of the Act, the 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 of the provision if all of the following are met: (i) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority. (ii) The volunteer was acting in good faith. (iii) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct. (iv) The volunteer's conduct was not an intentional tort. (v) 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, 1956 PA 218, MCL 500.3135.

Attach additional articles here:

Watts - Articles of Inc Art II, Art VII to XVI .pdf

Filing Effective Date

The filing will be effective:

when filed by the Corporations Division Administrator.

Attestations

- ☒ I understand that the information I enter into the online system is public information and will appear online and on copy requests exactly as I enter it into the system.
- ☒ I have been authorized by the entity to file this document online.
- ☒ I, HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true. I certify that I am signing this document as the person(s) whose signature is required, or as an agent of the person(s) whose signature is required, who has authorized me to place his/her signature on this document.

Incorporator Signature(s)

Authorized Agent

Mark C. Hanisch

07/16/2025

Signer's Capacity

On behalf of MARK C HANISCH

Date

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 (the "Condominium Act"), for the operation of a condominium project in Comstock Township, Kalamazoo County, Michigan, and in furtherance of that purpose:

(a) To serve as the association of co-owners of, to manage and administer the affairs of, and to maintain Wesley Farms, a condominium project (the "Project");

(b) To levy and collect assessments against and from members and to use the proceeds for the purposes of the Corporation;

(c) To purchase insurance for the Common Elements of the Project and for the protection of the Corporation, its Board of Directors and others serving the Corporation and to collect and allocate the insurance proceeds, if any;

(d) To operate, maintain, repair and replace Common Elements of the Project as required by the Master Deed and other Condominium Documents;

(e) To employ personnel and to contract for the maintenance, administration and management of the Project, and to delegate to those persons such powers and duties as are necessary;

(f) To make and enforce reasonable rules and regulations concerning the use and enjoyment of the Project and the operation of the Corporation;

(g) To own, maintain and improve, and to buy, sell, convey, assign, mortgage and lease (as landlord or tenant) any real and personal property including, but not limited to, any Unit in the Project, for the purpose of providing benefit to the members of the Corporation and in furtherance of any of the purposes of the Corporation;

(h) To maintain and improve, and to grant easements, licenses and leases over, under and across any General Common Elements of the Project, and, with the consent of the co-owners of the affected Units, under and across any Units and/or Limited Common Elements, for the purpose of providing benefit to the members of the Corporation and in furtherance of any of the purposes of the Corporation;

(i) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure the payment of the indebtedness by mortgage, pledge or other lien;

(j) To enforce the provisions of the Master Deed and other Condominium Documents of the Project and of these Articles of Incorporation and such Bylaws and Rules and Regulations of this Corporation as may be adopted in the future;

(k) To do anything required of or permitted to it as administrator of the Project by the Master Deed, or other Condominium Documents and/or by Act No. 59 of Public Acts of 1978, as amended; and

(l) In general, to enter into any kind of activity; to make and perform any contract and to exercise all powers conferred upon nonprofit corporations by the laws of the State of Michigan necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of the Project and to the accomplishment of any of the purposes of the Project.

All funds and the titles to all properties acquired by the Corporation and proceeds of the Corporation shall be held in trust for the members in accordance with the provisions of the Master Deed and other Condominium Documents.

ARTICLE VII

The term of this Corporation shall be perpetual.

ARTICLE VIII

The qualifications of members, the manner of their admission to the Corporation, the termination of membership, and voting by such members shall be as follows:

(a) Each Co-owner (including the Developer) of a Unit in the Project shall be a member of the Corporation, and no other person or entity shall be entitled to membership; except that the Incorporator shall be a member of the Corporation until such time as his membership shall terminate as provided in these Articles.

(b) Membership in the Corporation (except with respect to the Incorporator, who shall cease to be a member upon the qualification for membership of any Co-owner – including the Developer) shall be established by acquisition of fee simple or equitable title to a Unit in the Project and by recording with the Register of Deeds of Kalamazoo County, a deed or other instrument establishing a change of record title to such Unit and the furnishing of evidence of same satisfactory to the Corporation (except that the Developer of the Project shall become a member immediately upon establishment of the Project or written resignation of the Incorporator, whichever shall first occur), the new Co-owner thereby becoming a member of the Corporation, and the membership of the prior Co-owner thereby being terminated. If a Unit is sold pursuant to a land contract evidenced of record with the Kalamazoo County Register of Deeds and with a copy or other evidence acceptable to the Association on file with the Association which grants possession of the Unit to the vendee and which does not designate the vendor as the Co-owner of the Unit, the land contract vendee will be a member of the Association while the land contract is executory, unless a document signed by both the land contract vendor and the vendee and filed with the Association expressly revokes this designation. Notwithstanding the foregoing, the land

contract vendor will always have joint and several responsibility for any dues, assessments and other charges payable to the Association by the land contract vendee.

(c) If there is more than one owner of a Unit, all such owners will collectively share the membership attributable to the Unit.

(d) The share of a member in the funds and assets of the Corporation cannot be assigned, pledged, encumbered or transferred in any manner except as an appurtenance to his or her Unit in the Project.

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

ARTICLE IX

The members of the first board of directors of the Corporation are:

Don Watts, 5071 Gull Road, Kalamazoo, MI 49048
 Joyce Watts, 5071 Gull Road, Kalamazoo, MI 49048
 Joy Watts, 5071 Gull Road, Kalamazoo, MI 49048
 Matt Watts, 5071 Gull Road, Kalamazoo, MI 49048
 Rick DeBoer, 5071 Gull Road, Kalamazoo, MI 49048

ARTICLE X

No contract or other transaction between this Corporation and any other corporation, firm, association or other entity shall be voidable by the fact that any one or more of the directors or officers of this Corporation are interested in or are directors or officers of such other corporation, firm, association or entity, 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 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 or she may be otherwise interested as set forth in this Article.

ARTICLE XI

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 on the matter were present and voted. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

ARTICLE XII

Unless specifically set forth to the contrary in writing signed by the director in question, each member of the Board of Directors of the Corporation shall be a “volunteer director” within the meaning of Act 170 of the Public Acts of 1987, as it may be amended from time-to-time. A volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty except for liability for any of the following: (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) resulting from a violation of §551 of Michigan's Nonprofit Corporation Act, P.A. 1982, No. 162, as amended (the “NPCA”); (d) for any transaction from which the director or officer derived an improper personal or financial benefit to which he or she is not entitled; (e) for any act or omission occurring before the date on which these Articles are filed with the State of Michigan; (f) for any act or omission that is grossly negligent; (g) for an intentional criminal act; (h) for the intentional infliction of harm on the Corporation or its members; (i) for a liability imposed under section 497(a) of the NPCA; or (j) the amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled. In the event the NPCA, is amended after adoption of this Article to authorize corporate action eliminating or further limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the NPCA, as so amended. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, modification, or adoption.

ARTICLE XIII

The Corporation shall indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorney fees, judgments, fines, penalties, or amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the conduct was unlawful.

ARTICLE XIV

In the event the existence of this Corporation shall be terminated for any reason, all assets of the Corporation shall be dispersed in accordance with applicable law except that each member

shall be entitled to receive out of available funds, if any, remaining after payment of all debts and liquidation of all liabilities of the Corporation, his or her pro-rata share of any contributions made by members of the Corporation.

ARTICLE XV

In the event of any conflict between the provisions of any one or more of the following documents, the following order of priority shall prevail and the provisions of the document having the highest priority shall govern:

- (a) the Master Deed, including the Condominium Subdivision Plan;
- (b) the Condominium Bylaws;
- (c) these Articles of Incorporation;
- (d) the Bylaws of the Association; and
- (e) the Rules and Regulations of the Association.

ARTICLE XVI

These Articles may be amended only by the affirmative vote of not less than two-thirds of the entire membership of the Corporation entitled to vote; provided, that in no event shall any amendment make changes in the qualifications for membership or the voting rights of members without the unanimous consent of the membership and these Articles cannot be amended without the written consent of the Developer so long as the Developer owns any Unit in the Project.