

SHOREWOOD HILLS HOMEOWNERS ASSOCIATION
Articles of Association

RECITALS

Whereas, Shorewood Hills Country Club has been in existence since 1926 and most recently was governed by the Constitution dated August 25, 1990 and the By-Laws dated August 25, 1990; and

Whereas, by and through these Articles and the amended By-Laws, accepted this same date, the Shorewood Hills Homeowners Association (the "Association") desires to amend and replace the 1990 Constitution and 1990 By-Laws to implement several changes within the Association, including but not limited to changing its name from Shorewood Hills Country Club to Shorewood Hills Homeowners Association, to replace its Constitution with these Articles, to change the name of the Board of Governors of the Association to the Board of Directors of the Association, and to make certain amendments and changes to the Association's governing documents; and

Whereas, the Association encompasses the properties located within the plats described as Bethany Hills #1, Bethany Hills #2 and Bethany Hills #3, all of which are located in Chikaming and Lake Townships, Berrien County, Michigan, with a postal address of Sawyer, Michigan 49125; and

Whereas, the Association has jurisdiction over the streets and parks, which includes but is not limited to the Lake Michigan beach, beach parking lots, playground, tennis courts, meadow, creek-bed ravine, basketball court, community house, connecting roadway system and other property under the jurisdiction of the Association and/or as acquired by the Association, which are located within plats described as Bethany Hills #1, Bethany Hills #2 and Bethany Hills #3, Chikaming and Lake Townships, Berrien County, Michigan (hereinafter collectively, the "Community Property"); and

Whereas, the Board of Directors (formerly the Board of Governors) is the duly elected and appointed governing body of the Association; and

Whereas the Board of Directors (formerly the Board of Governors) governs within the framework of the Articles of Association (as from time to time amended), the By-Laws (as from time to time amended), and duly adopted rules and regulations of the Association; and

Whereas the members of the Association wish to maintain, protect, improve and beautify the Community Property and other property under the jurisdiction of the Association and/or as acquired by the Association;

Now, Therefore, the Association hereby revokes and rescinds all prior Constitutions and in their place adopts these Articles of Association. By payment of dues, assessments, or fees or by voting at annual or special meetings, present and future members of the Association agree to be subject to and to comply with the provisions of

Shorewood Hills Homeowners Association Articles of Association

these Articles of Association, the By-Laws, and the rules and regulations adopted by the Association.

ARTICLE I

Name

1. The Recitals are incorporated herein and made a part of these Articles of Association.
2. The name of this organization (formerly Shorewood Hills Country Club) shall now be known as Shorewood Hills Homeowners Association. This Association is a non-profit corporation organized under the laws of the State of Michigan.

ARTICLE II

Purpose

The purpose of the Association shall be to enjoy fellowship as neighbors and to maintain, protect, improve and beautify the area, including preservation of its history, natural setting and sense of community and to govern those areas subject to the Association's jurisdiction.

ARTICLE III

Membership

1. Membership in the Association shall be restricted to individual persons, including trustees for individual persons, who are owners of real estate located within the plats described in Bethany Hills #1, Bethany Hills #2 and Bethany Hills #3, Chikaming and Lake Townships, Berrien County, Michigan. To be a member in good standing requires general observance of all Association rules and regulations, and these Articles and the By-Laws, and payment of all dues, fees and assessments before the date of delinquency. All members in good standing, together with their immediate families, are entitled to all benefits and services of the Association. A member shall lose his/her status of being in good standing by failing to make timely payment of dues, fees and assessments or failure generally to observe the Association rules and regulations.
2. Guests of members and renters of property of members shall observe the rules and regulations of Shorewood Hills Homeowners Association.
3. The right to vote on any proposed action of the Association shall be restricted to members in good standing in Shorewood Hills Homeowners Association. There shall be only one voter per residence which voter must also be a title property owner. There shall also be one vote for a member who owns one or more contiguous undeveloped lots. No persons in attendance may cast more than one vote, except in the event a member owns more than one non-contiguous lot, such member shall have a vote for each such lot for which such member is assessed and pays separate dues for such lot.

Shorewood Hills Homeowners Association Articles of Association

4. Loss of membership in good standing for failure to pay dues, fees and assessments shall be cured upon payment of any such outstanding or delinquent amounts.
5. In order to foster a peaceful and collegial environment of quiet enjoyment, members and their guests and permitted invitees shall not engage in a pattern of abusive or harassing behavior or intimidation or aggression directed at other members, guests, invitees or at members of the Board or others serving the Association.

ARTICLE IV Officers

1. The Officers of the Association shall be a President, First Vice President, Executive Vice President, Secretary, Treasurer and Financial Secretary who shall be elected at an annual meeting of the Association in accordance with the By-Laws and shall hold office for two years thereafter and until their successors are elected.
2. Said Officers shall become members of the Board of Directors and shall hold like offices on the Board.
3. No member shall be elected to the office of President for more than two consecutive terms.
4. Voting for Officers in the event of a contest shall be by written ballot.
5. Any Officer may be recalled from his/her office for cause if at least four Officers so vote.
6. Any Officer may be recalled from his/her office for cause if at least two-thirds [2/3] of the members at an Annual Meeting or Special Meeting so votes.
7. Only one Officer or Committee Chairperson may be from any one household.

ARTICLE V Board of Directors (formerly the Board of Governors)

1. The Board of Governors shall now be known as the Board of Directors and shall consist of the Officers, the immediate past President and the Chairpersons of the standing committees.
2. The government, control and management of the Association, including the authority to make rules and regulations and carry out the provisions of these Articles and the By-Laws, shall be vested in the Board of Directors consistent with the Articles and the By-Laws of the Association.

Shorewood Hills Homeowners Association Articles of Association

3. There shall be an annual meeting of the Association at which the Board of Directors shall make a full report of its proceedings during the fiscal year and may recommend for membership approval such matters as it may deem necessary and otherwise conduct such meeting as provided in the By-Laws.
4. The Board of Directors shall fill any vacancy among the Officers by a two-thirds [2/3] majority vote of all Board members.
5. The Board of Directors may make expenditures with respect to the total annual budget as directed within the By-Laws.

ARTICLE VI Community Property

The ownership and protection of all Association Community Property shall be vested in the members of the Association and administered by the Board of Directors. Beneficial use of the Community Property shall only be extended to properties within Bethany Hills #1, Bethany Hills #2 and Bethany Hills #3, all of which are located in Chikaming and Lake Townships, Berrien County, Michigan, and to such property owners who are members in good standing of the Association. Shorewood Hills is a residential community. Accordingly, as set forth in these Articles, the By-Laws and the rules and regulations, as amended from time to time, use of the Community Property by a member shall be limited to residential use.

ARTICLE VII Adoption of By-Laws

The By-Laws approved on the same date as these Articles are hereby adopted and incorporated into these Articles. The Association shall also be governed in accordance with the By-Laws (as from time to time amended) and duly adopted rules and regulations of the Association. In the event of conflict, these Articles shall control.

ARTICLE VIII Amendments

1. These Articles of Association may be amended at an annual meeting by a two-thirds [2/3] majority vote of voters present, written notice of such amendment[s] having been given to the members thirty [30] days prior to the meeting.
2. Any Constitution of Shorewood Hills Country Club heretofore adopted by this Association is hereby expressly repealed and superseded by these Articles of Association.

ARTICLE IX
Survival

In the event any part of these Articles of Association is declared invalid by a court having jurisdiction, the remainder of these Articles of Association shall nevertheless remain in full force and effect.