

ARTICLES OF INCORPORATION

OF

CAMP THORNAPPLE, INC.

Richard M. Shuster  
Attorney at Law  
114 West State Street  
Hastings, Michigan

ARTICLES OF INCORPORATION

OF

CAMP THORNAPPLE, INC.

- - - - -

These Articles of Incorporation are signed and acknowledged by the Incorporators for the purpose of forming a corporation for profit under the provisions of Act 327 of the Public Acts of 1931, as amended, known as the Michigan General Corporation Act, as follows:

ARTICLE I.

The name of this corporation is:

CAMP THORNAPPLE, INC.

ARTICLE II.

The purpose or purposes, for which this corporation is formed are as follows:

For the purpose of operating a resort and trailer camp on Thornapple Lake, Barry County, Michigan, said resort and trailer camp to be a private club organization, commercial endeavors to be undertaken, but only to the extent necessary to maintain and operate its Thornapple Lake property free of any assessments of its stockholder members.

ARTICLE III.

Location of the first registered office is Camp Thornapple, Thornapple Lake Road, Nashville, Barry County, Michigan.

Post Office address of the first registered office is Camp Thornapple, Thornapple Lake Road, Nashville, Barry County, Michigan.

ARTICLE IV.

The name of the first resident agent is Charles M. Leeson.

Amendment  
3/1/83  
Ben Dove was  
named resident  
agent.

ARTICLE V.

The total authorized capital stock of this corporation is Sixty (60) Shares of Common Stock of the par value of Seven Hundred Fifty (\$750.00) Dollars per share.

A. All shares shall have equal rights and privileges.

B. The amount of paid in capital with which this corporation will begin business is One Thousand (\$1,000.00) Dollars.

C. All shares of stock issued by the corporation shall be subject to the following restrictions as to transfer:

1. Any shareholder's stock may be transferred before or after death to members of his or her family, such transfer, however, requiring majority approval of the Board of Directors.

2. All stock, except approved transfers under Paragraph V-C-1, can be transferred only back to the corporation for the then book value and the corporation must accept it and pay said book value per share upon demand, provided however, that if the corporation's financial position is such that it cannot legally pay the book value that then the stock may be transferred to anyone, and after such transfer shall be subject again however, to the restrictions of Article V - C, provided further that the Board of Directors may, for cause, require the surrender, at book value, of any share of stock.

ARTICLE VI.

The names and places of residence or business of the Incorporators, and the number and class of shares subscribed for them are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Common</u>
Harris K. Miller	800 Bretton Woods Road Lansing, Michigan	One
Charles M. Leeson	3153 East Holt Road Mason, Michigan	One
E. C. David	600 North Capitol Avenue Lansing, Michigan	One
George W. Radimersky	147 Orchard Street Lansing, Michigan	One

ARTICLE VII.

The names and addresses of the first Board of  
Directors are as follows:

<u>Name</u>	<u>Address</u>
Nettie H. Miller	800 Bretton Woods Road Lansing, Michigan
Charles M. Leeson	3153 East Holt Road Mason, Michigan
E. C. David	600 North Capitol Avenue Lansing, Michigan
George W. Radimersky	147 Orchard Street East Lansing, Michigan
Lester Fields	1312 East Michigan Avenue Lansing, Michigan

ARTICLE VIII.

~~The term of corporate existence is Thirty (30) Years from the date these Articles are filed in the office of the Michigan Corporation and Securities Commission.~~

Amended \*  
9/25/91

The term of Corporate existence is perpetual. \*

ARTICLE IX.

All of the powers of this corporation, insofar as the same may be lawfully vested by these Articles of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of this corporation.

ARTICLE X.

The Board of Directors of the corporation is hereby empowered to authorize and cause to be executed mortgages and liens without limit as to amount on the real and personal property of this corporation.

ARTICLE XI.

In the absence of fraud, no contract or other transaction between the corporation and any other corporation or any individual association or firm shall be in any way affected by or invalidated by the fact that any of the directors of the corporation are interested in such other corporation, association, or firm, or personally interested in such contract or transaction, nor shall any director so interested be liable to account to the corporation for any profit made by him from or through any such contract or arrangement so adopted by the Board of Directors, or which may be ratified and approved by the shareholders entitled to vote, by reason of such directors holding such office, or the fiduciary relation thereby established. Any director of the corporation may vote upon any contract, or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any transaction, contract or act of the corporation or of the Board of Directors which shall be notified by a majority of a quorum of the stockholders entitled to vote at any annual meeting, or at any special meeting called for such purpose, shall, except as otherwise specifically provided by law or by these Articles of Incorporation, be as valid and as binding as though ratified by every shareholder of the corporation; provided, however, that any failure of the shareholders to approve or ratify such contract, transaction or act, when and if submitted, shall not be deemed in any way to render the same invalid, nor deprive the directors and officers of their right to proceed with such contract, transaction or act.

ARTICLE XII.

The Board of Directors shall have the right, to authorize the issuance, from time to time, of capital stock of the corporation authorized and unissued or which may hereafter become authorized and unissued, or any shares which are or may become treasury stock, for such price and for such consideration and upon such terms as shall be approved as aforesaid by the shareholders of the corporation, subject always to the laws of the State of Michigan relating thereto.

ARTICLE XIII.

The corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person whether or not the corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Michigan.

A director shall be fully protected in relying in good faith upon the books of account of the corporation or statements prepared by any of its officials as to the value and amount of the assets, liabilities and/or net profits of the corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

ARTICLE XIV.

The corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights and powers conferred by these Articles of Incorporation on shareholders, directors and officers are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporators have signed these Articles of Incorporation this 19th day of May, A. D., 1961.

\_\_\_\_\_  
HARRIS K. MILLER

\_\_\_\_\_  
CHARLES M. LEESON

\_\_\_\_\_  
E. C. DAVID

\_\_\_\_\_  
GEORGE W. RADIMERSKY

STATE OF MICHIGAN )  
County of )<sup>ss</sup>

On this 19th day of May, A.D. 1961, before me, a Notary Public in and for said County, personally appeared HARRIS K. MILLER, CHARLES M. LEESON, E. C. DAVID, AND GEORGE W. RADIMERSKY, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

\_\_\_\_\_  
Lola Ruth McLaughlin, Notary Public

My Commission Expires 9-27-64

ARTICLES OF INCORPORATION FOR CAMP THORNAPPLE, INC., WERE FILED WITH THE MICHIGAN CORPORATION AND SECURITIES COMMISSION ON SEPTEMBER 29, 1961.

THE AMENDMENT TO CHANGE THE RESIDENT AGENT FROM CHARLES LEESON TO BEN DOVE WAS FILED WITH THE DEPARTMENT OF COMMERCE, CORPORATION AND SECURITIES BUREAU ON MARCH 1, 1983.

THE AMENDMENT TO CHANGE THE TERM OF THE CORPORATION'S EXISTENCE FROM 30 YEARS TO PERPETUAL WAS FILED ON SEPTEMBER 25, 1991.