

Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of

BARCLAY ESTATES HOMEOWNERS ASSOCIATION

*were duly filed in this office on the 19th day of November, 1993,
in conformity with Act 162, Public Acts of 1982.*



*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 November, 1993.*

Carl L. Lipp , Director
Corporation & Securities Bureau

C&S 502

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

KP

Date Received	
NOV 16 1993	

(FOR BUREAU USE ONLY)

FILED

NOV 19 1993

ADMINISTRATOR
MICHIGAN DEPARTMENT OF COMMERCE
CORPORATION & SECURITIES BUREAU

Name	MICHAEL B. PERLMAN, ESO.		
Address	4000 Town Center, Suite 1500		
City	State	ZIP Code	
Southfield,	MI	48075	

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

CORPORATION IDENTIFICATION NUMBER

7	1	4	-	8	1	7
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ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on last page)

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

ARTICLE I

The name of the corporation is:

BARCLAY ESTATES HOMEOWNERS ASSOCIATION ✓

ARTICLE II

The purpose or purposes for which the corporation is organized are:

See Article II attached hereto

ARTICLE III

The corporation is organized upon a _____ nonstock _____ basis.
(stock or nonstock)

1. If organized on a stock basis, the total number of shares which the corporation has authority to issue is _____ N/A _____. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

KP

ARTICLE III (con't)

2. a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

None

b. The description and value of its personal property assets are: (if none, insert "none")

None

c. The corporation is to be financed under the following general plan:

Assessment of members

d. The corporation is organized on a membership basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:

27655 Middlebelt Road, Suite 130, Farmington Hills, Michigan 48334
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office if different than above:

N/A, Michigan
(P.O. Box) (City) (ZIP Code)

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

MICHAEL P. HOROWITZ

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

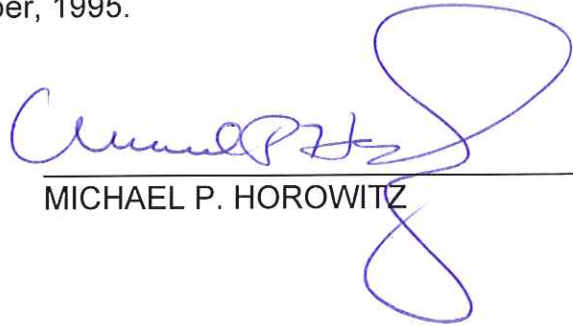
Residence or Business Address

MICHAEL P. HOROWITZ, 27655 Middlebelt Road, Suite 130,
Farmington Hills, MI 48334

WAIVER OF NOTICE OF ORGANIZATION
MEETING OF THE SOLE INCORPORATOR

I, the undersigned, being the sole Incorporator of BARCLAY ESTATES HOMEOWNERS ASSOCIATION, a non-profit corporation organized and existing under the laws of the State of Michigan, hereby waive all notice of the Organization Meeting of the Sole Incorporator (whether provided by statute or otherwise) and agree that such meeting shall be held at 27655 Middlebelt Road, Suite 130, in the City of Farmington Hills, Michigan, on the 10th day of November, 1995, at 4:00 P.M. and consent to the transaction of any and all business that may properly come before the meeting.

Dated this 10th day of November, 1995.



MICHAEL P. HOROWITZ

**MINUTES OF ORGANIZATION
MEETING OF THE SOLE INCORPORATOR**

The Organization Meeting of the Sole Incorporator of BARCLAY ESTATES HOMEOWNERS ASSOCIATION, a Michigan non-profit corporation, was held at 27655 Middlebelt Road, Suite 130, in the City of Farmington Hills, Michigan, on the 10th day of November, 1995, at 4:00 P.M.

MICHAEL P. HOROWITZ was present, being the sole Incorporator of the Corporation.

Also present by invitation were:

DALE S. BAUMAN
STEVEN G. FRIEDMAN
WILLIAM STAPLETON
ELLEN WHITEFIELD.

By vote of the sole Incorporator, MICHAEL P. HOROWITZ was elected Chairman of the meeting, and DALE S. BAUMAN was elected Secretary of the meeting.

The Secretary presented a Waiver of Notice of the meeting signed by the sole Incorporator of the Corporation; said Waiver of Notice was ordered filed with the minutes of the meeting.

The Chairman then stated that the Articles of Incorporation had been duly filed in the office of the Michigan Department of Commerce, Corporation Division, on the 19th day of November, 1993, and exhibited the Certificate of the Director of the Department of Commerce certifying this fact.

The Articles of Incorporation and Certificate of the Director were thereafter exhibited to the meeting, and thereafter, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Articles of Incorporation of the Corporation shall be, and hereby are, accepted and approved.

The Secretary then presented a form of Bylaws for the regulation and management of the affairs of the Corporation. The Bylaws were read, article by article, and as a whole, and upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Bylaws be, and hereby are, adopted, in form and substance as presented as the Bylaws of the Corporation and that said Bylaws be, and hereby are, ordered


to be entered in the Corporate Minute Book immediately following the Articles of Incorporation and the Certificate of Incorporation.

The Chairman then stated that the next order of business was selection of the first Board of Directors of the Corporation. The Chairman stated that in accordance with the Bylaws previously adopted, there shall be selected five (5) members to the Board of Directors. Following a discussion as to the prospective members who might be available for selection for the first Board of Directors of the Corporation, the following named individuals were unanimously selected as members of the first Board of Directors of the Corporation:

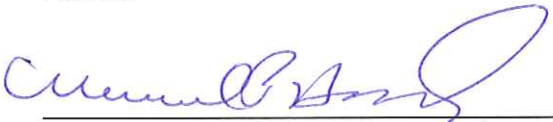
DALE S. BAUMAN
STEVEN G. FRIEDMAN
MICHAEL P. HOROWITZ
WILLIAM STAPLETON
ELLEN WHITEFIELD,

to hold office until the first Annual Meeting of the Members and until their successors are elected and qualified, or until the effective date of their resignation or removal.

There being no other business to be transacted, the meeting was, upon motion duly made, seconded and unanimously carried, adjourned.


DALE S. BAUMAN, Secretary

Attest:


MICHAEL P. HOROWITZ, Chairman

WAIVER OF NOTICE OF THE FIRST
MEETING OF THE BOARD OF DIRECTORS

We, the undersigned, being all of the members of the Board of Directors of BARCLAY ESTATES HOMEOWNERS ASSOCIATION, a non-profit corporation organized and existing under the laws of the State of Michigan, do hereby waive all notice of the First Meeting of the Board of Directors of the Corporation (whether provided by statute or otherwise) and consent and agree that such meeting shall be held at 27655 Middlebelt Road, Suite 130, in the City of Farmington Hills, Michigan, on the 10th day of November, 1995, at 4:30 P.M., and we consent to the transaction of any and all business that may properly come before the meeting.

Dated this 10th day of November, 1995.



DALE S. BAUMAN



STEVEN G. FRIEDMAN



MICHAEL P. HOROWITZ



WILLIAM STAPLETON



ELLEN WHITEFIELD

MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS

The First Meeting of the Board of Directors of BARCLAY ESTATES HOMEOWNERS ASSOCIATION, a non-profit corporation organized and existing under the laws of the State of Michigan, was held at 27655 Middlebelt Road, Suite 130, in the City of Farmington Hills, Michigan, on the 10th day of November, 1995, at 4:30 P.M.

The following Directors were present in person:

DALE S. BAUMAN
STEVEN G. FRIEDMAN
MICHAEL P. HOROWITZ
WILLIAM STAPLETON
ELLEN WHITEFIELD,

being all of the Directors and a quorum.

By unanimous vote of all the Directors present and/or otherwise participating, MICHAEL P. HOROWITZ was elected as Temporary Chairman of the meeting, and DALE S. BAUMAN was elected as Temporary Secretary of the meeting.

The Temporary Secretary presented a Waiver of Notice of the meeting signed by all of the Directors of the Corporation; said Waiver of Notice was ordered filed with the minutes of the meeting.

The minutes of the Organization Meeting of the Sole Incorporator of BARCLAY ESTATES HOMEOWNERS ASSOCIATION, held at 27655 Middlebelt Road, Suite 130, in the City of Farmington Hills, Michigan, on the 10th day of November, 1995, at 4:00 P.M., were then presented to the meeting by the Temporary Secretary, together with a copy of the Bylaws which had been duly adopted at that meeting. Thereupon, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the minutes of the Organization Meeting of the Sole Incorporator of the Corporation held on the 10th day of November, 1995, at 4:00 P.M. which have been presented to the meeting be, and the same hereby are, approved and that all action of every nature thereby shown to have been taken or authorized be, and the same hereby is, approved, ratified and confirmed; and

RESOLVED FURTHER, that the Bylaws in the form adopted by the sole Incorporator of the Corporation at said meeting and ordered incorporated into the Minute Book of the Corporation

be, and the same hereby are, approved, ratified and confirmed as and for the Bylaws of the Corporation.

The Temporary Chairman then called for the nomination of officers of the Corporation. Thereupon, the following persons were nominated for officers of the Corporation:

President:	MICHAEL P. HOROWITZ
Vice President:	STEVEN G. FRIEDMAN
Vice President:	ELLEN WHITEFIELD
Secretary:	DALE S. BAUMAN
Assistant Secretary:	WILLIAM STAPLETON
Treasurer:	DALE S. BAUMAN.

No further motions being made, the nominations were closed and the Directors proceeded to vote on the nominees. The Directors present having voted, and the votes having been counted, the Temporary Chairman announced the aforesaid nominees had been duly elected to the offices set forth before their respective names.

The permanent officers of the Corporation then took charge of the meeting.

The Chairman then raised the matter of the use of a corporate seal for the Corporation. After discussion, it was determined that since no corporate seal was required, the Corporation would operate without a corporate seal. Thereupon, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that this Corporation shall not have a seal.

The Chairman then stated that the Treasurer of the Corporation should be authorized to pay all expenses and reimburse all persons for expenditures paid in connection with the organization of this Corporation. Thereupon, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Treasurer of this Corporation be, and hereby is, authorized and directed to pay all charges and expenses incident to or arising out of the organization of this Corporation and to reimburse the persons who have made any disbursements thereof.

The Chairman then raised the matter of adopting procedures creating repositories for certain corporate records, documents and materials. After discussion and upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that this Corporation hereby adopt a Corporate Minute Book as the official repository of the Articles of

Incorporation, Bylaws, Minutes of all regular and special meetings of the Members and Board of Directors of this Corporation, and any and all other papers and records of this Corporation as may be determined in the discretion of the Secretary of this Corporation;

RESOLVED FURTHER, that the Secretary, or any person he may designate, shall be, and hereby is, authorized and directed to serve as Custodian and Keeper of the Corporate Minute Book.

A general discussion then followed referring to the banking facilities to be used by the Corporation. It was suggested that the Corporation open a bank account with a bank of the Directors' choice. It was further pointed out that any such bank will prefer to have a certified copy of a resolution of the Board of Directors on file authorizing the Corporation to open a bank account. Thereupon, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the Corporation open a bank account with a bank of the Directors' choice, and that said bank be authorized to honor checks drawn on the bank account of this Corporation when such instruments are signed by the President, or any person he may designate, of this Corporation; and

RESOLVED FURTHER, that the certified copy of the resolution of the Board of Directors requested by any such bank be incorporated in this resolution by reference, and that the officers of the Corporation are authorized and instructed to sign any and all documents necessary to open such an account.

There being no further business to come before this meeting, and a motion that the meeting be adjourned having been duly made, seconded and unanimously adopted, the Chairman declared this meeting adjourned.


DALE S. BAUMAN, Secretary

Attest:


MICHAEL P. HOROWITZ, Chairman



**THE
SELECTIVE
COMPANIES**

*The Selective Group, Inc.
Selective Development Co.
Selective Enterprises, Inc.
Selective Management Co.
Selective Realty, Inc.
Sherwood Real Estate
H & F Land Development Co.*

November 11, 1997

Barclay Estates Homeowner
Novi, Michigan

RE: TURNOVER OF HOMEOWNERS ASSOCIATION

Dear Homeowner:

Please be advised that the First Annual Meeting of the Barclay Estates Homeowners Association (Association), is scheduled for Wednesday, December 3, 1997 at 7:00 PM. The meeting will take place at Thornton Creek Elementary School, which is located at 46180 Nine Mile Rd., just east of the subdivision on the north side of the road.

The main purpose of the meeting is to transfer control of the Association from the The Selective Group, Inc., developer of Barclay Estates, to the residents. This will be accomplished through the election of a new Board of Directors. There will be five (5) Board seats available with terms running from 1 to 3 years in length. If you are interested in being nominated for a Board seat, please send your request to my attention along with a short biography. A summary of nominees will be available at the meeting. Floor nominations will also be allowed.

Thank you for your time, and we look forward to seeing you on December 3rd.

Sincerely,

David Darkowski
on behalf of Barclay Estates Homeowners Association