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ARTICLES OF INCORPORATION
OF
WINDCREST HOMEOWNERS ASSOCIATION

In compliance with the requirements of Minnesota Statutes, Chapter 317, and laws amendatory thereof and supplemental thereto, the undersigned, a resident of the State of Minnesota and of full age, desiring to form a nonprofit corporation, does hereby make, subscribe and acknowledge the following Articles of Incorporation:

ARTICLE I

The name of the corporation is WINDCREST HOMEOWNERS ASSOCIATION, hereinafter called "the Association."

ARTICLE II

The registered office of the Association is located at 3250 West 66th Street, Edina, Minnesota 55435.

ARTICLE III

The name and address of the incorporator, who is a natural person of full age, are:

Kenneth T. Tyra
2200 First Bank Place East
Minneapolis, Minnesota 55402

ARTICLE IV

Purpose and Powers of the Association

This Association does not afford pecuniary gain or profit, incidentally or otherwise, to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots within that certain tract of property which is described on Exhibit A attached hereto and made a part hereof, and for the maintenance and preservation of common areas, if any, owned or hereafter acquired by this Association for the use and enjoyment of its Members, and to promote the health,

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safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For these purposes, this Association shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded, or to be recorded, in the office of the County Recorder, Dakota County, Minnesota, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the common area, if any, to any public agency, authority or

utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of Members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the provisions of the Minnesota Non-Profit Corporation Law, Minnesota Statutes, Chapter 317 by law may now or hereafter have or exercise; and

(h) act as a "residential real estate management association" within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association.

ARTICLE VIVoting Rights

The Association shall have two classes of voting membership:

CLASS A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

CLASS B. Class B Member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall occur first:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on the 1st day of January, 1993.

ARTICLE VIIBoard of Directors

The first Board of Directors of this Association shall consist of three (3) persons. The names and addresses of each of them are:

1. Charles P. Benson
3250 West 66th Street
Edina, Minnesota 55435
2. L. A. Beisner
6707 Shingle Creek Parkway
Brooklyn Center, Minnesota 55430
3. Sandra Larson
6707 Shingle Creek Parkway
Brooklyn Center, Minnesota 55430

The term of office of the first Board of Directors shall be until successor directors have been elected and shall qualify.

ARTICLE VIII

The first Board of Directors shall, upon the first meeting thereof, adopt Bylaws for the regulation of the business of the Association.

ARTICLE IX

No Member, officer or director shall be obligated personally for any debts of this Association, and there shall be no capital stock.

ARTICLE X

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. In the event of dissolution of this Association, all of its then assets shall be distributed as follows: (i) the dissolution shall be conducted under court supervision if required or permitted under the statutes of the State of Minnesota, as now enacted or as hereinafter amended, and, subject to the prior compliance with Subdivision 1, Clauses (2), (3) and (4) of Section 317.57 of the Minnesota Statutes, the assets of this Association shall be distributed to the Members of the Association in accordance with and in the manner as set forth in the Bylaws; (ii) if the dissolution under Court supervision is not required or permitted under the statutes of the State of Minnesota, as now enacted or as hereinafter amended, the assets of this Association shall be distributed, subject to prior compliance with Subdivision 1, Clauses (2), (3) and (4) of Section 317.57 of the Minnesota Statutes, to the Members of the Association in accordance with

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ARTICLE XI

FHA/VA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution and amendment of these Articles.

ARTICLE XII

Duration

This Association shall exist perpetually.

ARTICLE XIII

Amendment

Amendment of these Articles shall require two-thirds (2/3) of each class of Members.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Minnesota, the undersigned incorporator has executed these Articles of Incorporation on this 28th day of July, 1983.

Kenneth T. Tyra
Kenneth T. Tyra

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 28th day of July, 1983, before me, a notary public within and for said county, personally appeared Kenneth T. Tyra, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

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EXHIBIT A

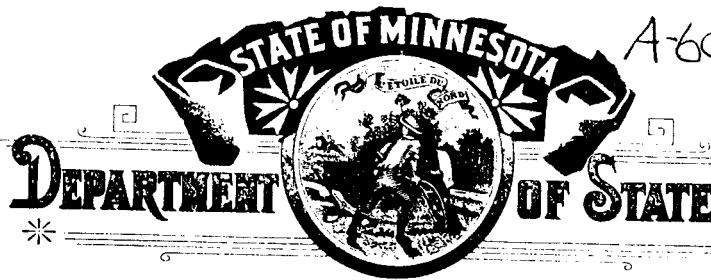
Lots 1 through 20, inclusive, Block 3; all in Windcrest Addition according to the plat thereof on file or of record in the Office of the County Recorder of Dakota County, Minnesota,

With the possibility of the additional property:

Lots 1 through 40, inclusive, Block 1; Lots 1 through 8, inclusive, Block 2; and Lots 1 through 8, inclusive, Block 3; Outlots A, B, C, D, E and F; all in Windcrest 2nd Addition, according to the plat thereof on file or of record in the Office of the County Recorder of Dakota County, Minnesota.

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STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
Instrument was filed for record in this
office on the 2 day of August
A. D. 1983, at 4:30 o'clock P.M.,
and was duly recorded in Book A-60
of Incorporations, on page 415
[Signature]
[Signature]
Secretary of State



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To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the _____ 2nd day of August, A. D. 1983 for the incorporation of

WINDCREST HOMEOWNERS ASSOCIATION

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317;

Now, Therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said

WINDCREST HOMEOWNERS ASSOCIATION

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this _____ second _____ day of _____ August _____ in the year of our Lord one thousand nine hundred and eighty-three

John Anderson Grace
Secretary of State.