

RESTATED ARTICLES OF INCORPORATION
OF
KINGSLEE HEIGHTS HOME ASSOCIATION

These Restated Articles of Incorporation have been adopted pursuant to Minn. Stat. §317A.139(4).

ARTICLE I

NAME

The name of this Corporation shall be "Kingslee Heights Home Association."

ARTICLE II

PURPOSES AND POWERS

The purposes for which the Corporation is formed, and its powers, are as follows:

- a. To act as the Association which is referred to in the Amended and Restated Declaration for Kingslee Heights (the "Declaration") filed in the office of the Hennepin County Registrar of Titles, which Declaration is incorporated herein by reference.
- b. To provide for the maintenance, preservation, architectural control, operation and management of Kingslee Heights, for health, safety and welfare of the Owners thereof, and for the preservation of the value and aesthetic character of the residential Units described as set forth on Exhibit A to the Declaration.
- c. To exercise and carry out the powers and duties now or hereafter granted, or imposed by law, the Declaration, or the Corporation's Bylaws, and to do such other lawful acts or things, reasonably necessary for carrying out the Corporation's purposes; provided, that no actions shall be authorized or undertaken which violate any state or federal laws applicable to nonprofit corporations or which would cause the Corporation to violate its nonprofit status under the Internal Revenue Code of 1986, as amended and the Regulations related thereto.

ARTICLE III

NO PECUNIARY GAIN

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its Members; provided that Members may be compensated for certain services performed for the Association in an individual capacity, and reimbursed for out-of-pocket expenses incurred in

carrying out duties on behalf of the Association, as provided in the Bylaws, subject to approval by the Board of Directors.

ARTICLE IV

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE V

REGISTERED OFFICE

The location of the registered office of this Corporation shall be c/o Rockford, Inc., 3361 Republic Avenue South, St. Louis Park, Minnesota 55426.

ARTICLE VI

DIRECTORS

The business of this Corporation shall be managed by the Board of Directors consisting of seven (7) persons, or such other number as provided in the Bylaws. The names and addresses of the persons who are members of the Board of Directors at the time of adoption of these Restated Articles of Incorporation are those directors elected in accordance with the Bylaws and as reflected in the Corporation's records.

An action, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication by the required number of directors, unless a different effective time is provided in the written action.

ARTICLE VII

LIABILITY

The Members of the Corporation shall not be subject to any personal liability for corporate obligations. In addition, no person who serves without compensation as a director, officer, Member or agent of the Association shall be held civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as director, officer, Member or agent of the Association, and did not constitute willful or reckless misconduct, except as follows:

1. An action or proceeding brought by the attorney general for a breach of a fiduciary duty as a director;
2. A cause of action to the extent it is based upon federal law; or
3. A cause of action based on the person's express contractual obligation.

Nothing in this Article limits an individual's liability for physical injury to another person or for wrongful death which is personally and directly caused by that individual.

VIII

CAPITAL STOCK

This Corporation shall have no capital stock.

ARTICLE IX

MEMBERSHIP

The members of this Corporation shall be those persons described as Members in the Bylaws of the Corporation. Membership in the Corporation shall be transferable, but only as an appurtenance to and together with title to the Units, as defined in the Declaration, to which the membership is allocated.

ARTICLE X

VOTING

The Association shall have one class of voting membership.

Members shall be all Owners. Members shall be entitled to one vote for each Unit of which they are the Owner. When more than one person is an Owner of any Unit, all such persons shall be Members, but the Owners of such Unit shall be collectively entitled to only one vote for that Unit. When there is more than one Owner of a Unit, the vote shall be cast by one person as provided in the Bylaws. Any voting authority established in writing by the multiple owners of a Unit and filed with the Association shall be valid until revoked in writing by such Owners and filed with the Association. Cumulative voting by members shall not be permitted.

ARTICLE XI

ADOPTION OF BYLAWS

The power to amend, adopt or repeal the Bylaws of the Corporation shall be vested in the Members of the Corporation, as provided in the Bylaws.

ARTICLE XII

MEETINGS

The Corporation shall hold meetings of its Members, at such time and in such manner as shall be specified in the Bylaws.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended by mail ballot or at a regular or special meeting of the members by a vote of a majority of a quorum of voting Members present in person or by proxy subject to the rights of Eligible Mortgagees as set forth in the Declaration, except that the registered office may be changed by the filing of a Certificate of Change of Registered Office in accordance with the law without the necessity of seeking approval of the Members or Eligible Mortgagees.

ARTICLE XIV

DISSOLUTION

The Corporation may be dissolved as provided in the applicable Minnesota Statutes, subject to prior written approval by the Board of Directors, and Members authorized to cast at least ninety percent (90%) of the votes of membership. Upon dissolution of the Corporation and after payment of all the debts and obligations of the Corporation, all remaining corporate assets shall be divided into a number of shares equal to the total number of residential Units in the project, and one share shall be distributed to the Owners of each such Unit, subject to the rights of their respective Eligible Mortgagees, as their interest may appear.

These Restated Articles of Incorporation supersede the corporation's existing Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned have subscribed their names this ____ day of _____, 20____.

President

Secretary

[illegible]

Subscribed and sworn to me this ____ day of _____, 20__, by _____ and _____, the President and Secretary, respectively, of Kingslee Heights Home Association, a Minnesota nonprofit corporation, on behalf of the corporation.

Notary Public

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