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# SECRETARY OF STATE

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CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

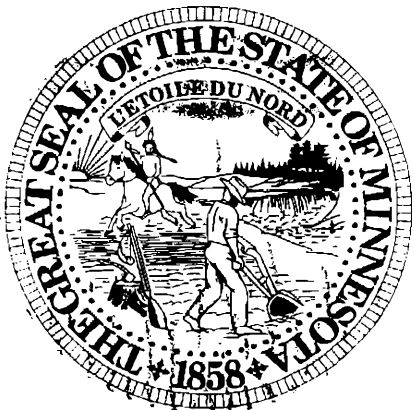
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Wynstone Townhomes Association

Corporate Charter Number: 1T-582

Chapter Formed Under: 317A

This certificate has been issued on 06/17/1999.



*Mary Kiffmeyer*  
Secretary of State.

**ARTICLES OF INCORPORATION****OF**

1T-582

**WYNSTONE TOWNHOMES ASSOCIATION**

These Articles of Incorporation are signed and acknowledged by the undersigned Incorporator for the purpose of forming a non-profit corporation under Minnesota Statutes Chapter 317A as follows:

**ARTICLE I.**

The name of this Corporation is Wynstone Townhomes Association.

**ARTICLE II.**

The purpose for which this Corporation is organized is to provide an entity to own, manage, maintain and care for the common areas, and to provide for the health, safety and welfare of residents of Wynstone Townhomes more particularly described as follows:

Lots 1 and 2, Block 2; Lots 1 and 2, Block 3; Lots 1 and 2, Block 4; Lots 1 through 6, Block 5; Lots 1 and 2, Block 6; Lots 1 and 2, Block 7; Lots 1 and 2, Block 8; Lots 1 and 2, Block 9; Lots 1 and 2, Block 10; Lots 1 and 2, Block 11, and Outlot A of Wynstone, according to the plat on file in the office of the Hennepin County Recorder;

and for this purpose 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 Wynstone Townhomes, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the County Recorder in and for Hennepin County, Minnesota, and as the same may be amended from time to time as therein provided;
- (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 one-half of its 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 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 sixty-seven percent (67%) of the members entitled to vote, agreeing to such dedication, sale or transfer;
- (F) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; and
- (G) To have and to exercise any and all powers, rights and privileges which a corporation organized under Minnesota Statutes Chapter 317A may now or hereinafter have or exercise.

### ARTICLE III.

The duration of the Association shall be perpetual.

### ARTICLE IV.

The Association shall not afford pecuniary gain incidentally or otherwise to its members.

### ARTICLE V.

The location of the registered office of the Association shall be at 219 East Frontage Road, Waconia, Minnesota 55387.

### ARTICLE VI.

The Association shall have no capital stock but shall have members. Every person or entity who is a record owner of a fee or undivided fee interest in any townhouse unit which is subject by the Declaration to the terms and conditions of the Declaration and ByLaws of this Corporation, including contract sellers and purchasers, 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 the ownership of any townhouse unit described above.

## ARTICLE VII.

The voting members of the Association shall be the owners of the individual townhouse units. When more than one individual, association or corporation holds a fee interest in any one townhouse unit all such individuals, associations or corporations shall be voting members. The vote for such townhouse unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any townhouse unit. The foregoing is not intended to include as voting members persons or entities who hold an interest merely as security for an obligation.

## ARTICLE VIII.

The name and address of the Incorporator of the Association is:

Jay Jasper	219 East Frontage Road Waconia, MN 55387
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## ARTICLE IX.

The affairs of this Association shall be managed by a board of three (3) directors. Directors need not be members of the Association. The number of directors may be changed by amendment of the ByLaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

James Jasper	219 East Frontage Road Waconia, MN 55387
Tami Schimelpfenig	219 East Frontage Road Waconia, MN 55387
Jay Jasper	219 East Frontage Road Waconia, MN 55387

The tenure of office of the first directors shall be until the first annual meeting of the members or until such earlier date as their successors may be elected.

## ARTICLE X.

Members of the Association shall have no personal liability for corporate obligations.

## ARTICLE XI.

No part of the net earnings of the Association shall inure to the benefit of any member, officer or director of the Association or to any private individual, except that reasonable

compensation may be paid for services rendered to or for the Association in performance of the purposes of the Association. In general, the affairs of the Association shall be conducted in conformity with public policy applicable to non-profit corporations.

ARTICLE XII.

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of the voting members. Upon dissolution of the Association, other than incident to a merger of consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII.

Amendment to these Articles shall require the assent of one-half of the entire membership.

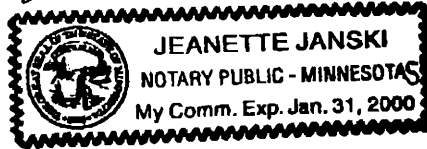
IN WITNESS WHEREOF, the undersigned Incorporator has set his hand this 15<sup>th</sup> day of June, 1999.

Jay Jasper  
Jay Jasper

STATE OF MINNESOTA )  
                                          )ss  
COUNTY OF CARVER )

On this 15 day of June, 1999, before me a Notary Public in and for said County, personally appeared Jay Jasper, to me known to be the person who executed the foregoing Articles of Incorporation of Wynstone Townhomes Association and acknowledged that he executed the same as his free act and deed and for the uses and purposes therein expressed.

Jeanette Janski  
Notary Public



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
JUN 17 1999

Larry/Jasper/wynstone/articles  
First Draft 4/21/99

Mary Hoffmann  
Secretary of State