

№ Y 794

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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 10th day of June, A. D. 1985 for the incorporation of

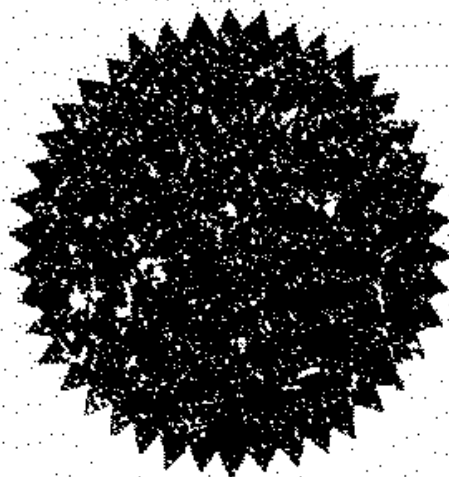
Wescott Hills Revised Building Association

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

Wescott Hills Revised Building 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 tenth day of June in the year of our Lord one thousand nine hundred and eighty-five

Joan Anderson Mauer
Secretary of State.

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ARTICLES OF INCORPORATION
OF
WESCOTT HILLS REVISED BUILDING ASSOCIATION

We, the undersigned, of full age, for the purposes of forming a corporation under and pursuant to the provisions of Chapter 317, Minnesota Statutes, as amended, known as the Minnesota Non-Profit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be "Wescott Hills Revised Building Association", hereinafter called the "Association".

ARTICLE II

Registered Office

The location of the registered office of this corporation in Minnesota shall be in the City of Eagan, County of Dakota.

ARTICLE III

Duration

The duration of this Association shall be perpetual.

ARTICLE IV

No Pecuniary Gain To Members

This Association shall not afford a pecuniary gain, incidentally or otherwise, to its members.

ARTICLE V

Purposes and Powers of the Association

The specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the project constructed or to be constructed on the property described as follows:

Lots 1 and 2, Block 2 and Lots 1 through 14, inclusive, Block 1, and Lot 16, Block 1, Wescott Hills Revised, 2nd Addition according to the recorded plat thereof on file and of record in the Office of the County Recorder in and for Dakota County, Minnesota, together with the

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"Additional Property" as defined in the subject to the Declaration of Easements, Covenants, Conditions and Restrictions recorded as Document No. 689150 in the Dakota County Recorder's Office ("Declaration"),

hereinafter referred to as "Subject Property", and to promote the health, safety and welfare of the residents within the above described property; and in fulfillment of these purposes to do the following:

(a) Exercise all of the powers, rights and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as though fully set forth;

(b) Fix, levy, collect and enforce payment of all charges and assessments, general and special, pursuant to the terms of the Declaration, and pay all expenses incident to the conduct of the business of the Association;

(c) Acquire, hold, lease, maintain, convey, sell, transfer or otherwise dispose of and deal with real or personal property in connection with the affairs of the Association; provided, however, that a sale of all or substantially all of the property of the Association must be approved by members holding at least sixty percent (60%) of the total votes in the Association;

(d) Borrow money for the purpose of improving, repairing and maintaining the Open Space Easement Property, as defined in the Declaration, or any improvements located therein or thereon, and, with the approval of members holding at least sixty percent (60%) of the total votes in the Association, to mortgage, pledge deed in trust or hypothecate any of its property, real or personal, as security for money borrowed or debts incurred;

(e) Participate in mergers or consolidations with other nonprofit corporations organized for similar purposes, or annex additional properties or common areas, provided that any such merger, consolidation or annexation shall require the assent of members holding at least sixty percent (60%) of the total votes in the Association; and

(f) Have and exercise any and all powers, rights and privileges which a corporation organized under the Minnesota Non-Profit Corporation Act by law may now or hereafter have or exercise.

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ARTICLE VI

Membership

Every person or entity who is a record owner of a fee or undivided fee simple interest in any Lot (such person or entity being hereinafter referred to as "Record Owner"), shall be a member of the Association. A "Record Owner" shall also include a condominium association that may be subsequently formed pursuant to Chapter 515A of the Minnesota Statutes, or any amendments thereto, and which covers a Lot or Lots. The foregoing is not intended to include persons or entities who hold a mortgage interest for the performance of an obligation, unless and until such mortgagee has acquired title pursuant to foreclosure of said mortgage and the period in which the fee owner may redeem from such foreclosure has terminated. Where any such Lot is being sold by the fee owner to a contract vendee who is entitled to possession of the Lot, the contract vendee shall be considered the Record Owner of the Lot for purposes of membership in the Association, upon furnishing proof of right to possession to the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

The interest of any member in any part of the real property or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to his Lot.

The extent of personal liability, if any, of members for corporate obligations and enforcement and collection, are as follows: NONE

ARTICLE VII

Voting Rights

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all those Record Owners or vendees referred to in Article VI, with the exception of the Developer, and shall be entitled to one 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, among themselves, determine, but in no event shall more than one vote be cast with respect to any Lot. Notwithstanding anything herein to the contrary, any Condominium Association which is deemed a Record Owner herein shall be entitled to such number of votes as is equal to the number of Lots which are covered by such Condominium Association.

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CLASS B. The sole Class B member shall be the Developer and shall be entitled to 10 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 first occurs:

- (a) Four months after seventy-five percent (75%) of the Lots have been conveyed to purchasers, or
- (b) On December 31, 1989.

No member of this Association shall be entitled to any cumulative voting rights.

ARTICLE VIII

Board of Directors

(a) Name; Address. The name and post office address of each of the first directors of this Association are:

<u>NAME</u>	<u>ADDRESS</u>
John H. Manthern	6880 Greenway Lane Forest Lake, MN 55025
Richard J. Coverdale	1409 Ryan Roseville, MN
David A. Langenfeld	P.O. Box 96 Newport, MN 55055

(b) First Directors. The first directors shall hold office for one year or until their respective successors are duly elected and qualified, whichever first occurs.

(c) Vacancies. Vacancies in the Board of Directors, whether created by an increase in the number of directors or otherwise, shall be filled by the remaining members of the Board, although less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at their next annual meeting, at any special meeting duly called for that purpose, or at a meeting where such election is an item of business which properly comes before such meeting.

ARTICLE IX

Incorporators

The name and address of the incorporator is:

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NAME

ADDRESS

Charles Bans

332 Hamm Building
St. Paul, MN 55102

ARTICLE X

Capital Stock

This Association shall have no capital stock. ✓

ARTICLE XI

Dissolution

The Association may be dissolved only by approval of members holding at least sixty percent (60%) of the total votes in the Association. Upon the dissolution of the Association other than incident to a merger or consolidation the assets of the Association, both real and personal, shall be dedicated to an appropriate governmental body or public agency to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by this Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable as those to which they were required to be devoted by this Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title of any member vested in him under the Declaration and deed applicable to his Lot unless made in accordance with the provisions of the Declaration and such deed.

ARTICLE XII

Amendments

Amendment of these Articles shall require the approval of members holding a majority of the total votes in the Association.

ARTICLE XIII

Bylaws

The Board of Directors of the Association shall adopt such Bylaws as are suitable for the proper regulation of the Association's affairs, and such Bylaws shall be of full force and effect, unless amended by the approval of members holding a majority of the total votes in the Association.

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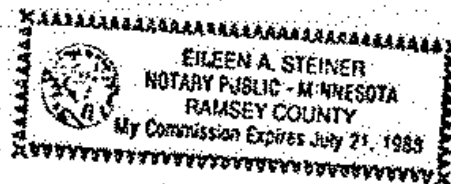
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Minnesota, the undersigned, constituting the incorporator of this nonprofit corporation, has executed these Articles of Incorporation this 5th day of June, 1985.

Charles Bans
Charles Bans

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss.

The foregoing instrument was acknowledged before me this 5th day of June, 1985 by Charles Bans.

Eileen A. Steiner
Notary Public



This instrument drafted by:

Charles Bans
MAUN, GREEN, HAYES, SIMON,
JOHANNESON AND BREHL
332 Hamm Building
Saint Paul, Minnesota 55102

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