

ARTICLES OF INCORPORATION
OF
TOWNHOUSE VILLAGES AT RIVER WOODS
HOMES ASSOCIATION

1-30-01

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

ARTICLE I

The name of the corporation is Townhouse Villages at River Woods Homes Association, hereafter called the "Association".

ARTICLE II

The location of the registered office of this corporation in this state is 8200 Humboldt Avenue South, Bloomington, MN 55431.

ARTICLE III

No Pecuniary Gain to Members

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

ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

Lots 1 through 4, Block 1; Lots 1 through 6, Block 2;
Lots 1 through 6, Block 3; Lots 1 through 4, Block 4;
Lots 1 through 6, Block 5; Lots 1 through 4, Block 6;
Lots 1 through 8, Block 7; Lots 1 through 6, Block 8;
Lots 1 through 4, Block 9; Lots 1 through 4, Block 10;
and Lot 1, Block 11, all in Townhouse Villages at River Woods In Addition, according to the plat thereof on file and of record in the Office of the Register of Deeds in and for the County of Dakota, State of Minnesota, and such addition thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided for in accordance with the provisions of recorded covenants and restrictions applicable to said properties hereinafter referred to as "The Properties;"

and to promote the health, 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 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 Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to The Properties and recorded or to be recorded in the Office of Register of Deeds in and for 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 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 three-fourths (3/4) 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 Non-Profit Corporation Law of the State of Minnesota by law may now or hereafter have or exercise.

The foregoing enumeration of powers is made in furtherance, and not in limitation, of the powers conferred upon this corporation by law, and is not intended, by the mention of any particular power to limit or restrict any lawful power to which this corporation may be otherwise entitled.

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 VI
Voting 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 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.

Class B. The 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 occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1977.

ARTICLE VII
Board of Directors

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws 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:

<u>NAME</u>	<u>ADDRESS</u>
Jerald D. Grande	7809 Orchard Avenue North Brooklyn Park, Minnesota
Robert E. Engstrom	5968 Grass Lake Terrace Minneapolis, Minnesota
Robert L. Davidson	4217 Maple Lane Minnetonka, Minnesota

At the first annual meeting the members shall elect three (3) directors for a term of one year, three (3) directors for a term of two years, and three (3) directors for a term of three years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three years.

ARTICLE VIII

The names and addresses of each incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jerald D. Grande	7809 Orchard Avenue North Brooklyn Park, Minnesota
Robert E. Engstrom	5968 Grass Lake Terrace Minneapolis, Minnesota
Robert L. Davidson	4217 Maple Lane Minnetonka, Minnesota

ARTICLE IX
Personal Liability of Members

The members of this corporation shall not be liable for corporate obligations except as provided for and authorized under the recorded covenants and restrictions applicable to The Properties.

ARTICLE X
Capital Stock

This corporation shall have no capital stock.

ARTICLE XI
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. Upon dissolution of the Association, other than incident to a merger or 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

STATE OF MINNESOTA)
 County of DeSoto,) SS:
 Office of Register of Deeds,
 This is to certify that the within
 instrument was filed for record in
 this office, at Hastings, on the 30
 day of March, A. D. 19 72
 at _____ o'clock _____ A. M., and that
 the same was duly recorded in
 DeSoto County Records,
 Page 247
 Registrar of Deeds
 E. J. _____
 Deputy

Handwritten:
 Hanson, Mrs.
 Paul G. Hanson
 \$1500
 Humboldt Ave. So.
 Bloomington - 55431

PR 2938340
 T D
 MAR 30 1972 8 34 0 S 005

OFFICE OF REGISTER OF DEEDS
 STATE OF MINNESOTA
 COUNTY OF HENNEPIN
 I hereby certify that the within instrument
 was filed for record in this office on
 30 day of MAR A.D. 1972 at
 o'clock _____ and was duly recorded in
 72 of Hennepin County Records
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By *Paul G. Hanson*
 REGISTER OF DEEDS
 DEPUTY REGISTER OF D

PLEASE SEE PAGE 73
 Paul G. Hanson
 DeSoto Ave
 \$2000
 Humboldt
 Bloomington
 55431

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