

1 P. 828

**ARTICLES OF INCORPORATION
OF
HIDDEN MEADOWS HOMEOWNERS' ASSOCIATION**

The undersigned, desiring to form a non-profit corporation under Chapter 317A of Minnesota Statutes, known as the "Minnesota Non-Profit Corporation Act," and laws amendatory and supplementary thereof, does hereby make, subscribe and acknowledge the following Articles of Incorporation:

ARTICLE I

Name

The Name of the Corporation shall be "Hidden Meadows Homeowners' Association". m

ARTICLE II

Purpose

This corporation is organized and shall be operated for the general purposes of constituting and acting as the association of owners of residential single family lots located upon certain real property situated in the County of Hennepin, and State of Minnesota. Its specific purposes shall include, but not be limited to the following:

- (a) To promote, enhance, protect and perfect the community welfare and mutual and collective benefit of all persons, either natural or artificial, hereafter acquiring an interest of whatsoever kind in a residential development to be known as "Hidden Meadows" (the "Development");
- (b) To further, execute, administer, manage, maintain and operate the plan of ownership and occupancy of development pursuant to that certain declaration of Hidden Meadows Homes (the "Declaration") and the By-Laws of this corporation;
- (c) To levy and collect assessments from the members and to use the proceeds thereof for the purposes of the Development;
- (d) To carry insurance pertinent to the ownership, use and maintenance of the development, as well as on any personal property of the corporation, exclusive of any coverage for contents and personal effects belonging to any of the members, to collect all premiums and charges for the same from the members, to use, reimburse, or expend the proceeds for the rebuilding, repair, renovation,

rehabilitation, and/or replacement of any loss or damage to any of the above property, as provided for in more pertinent detail in the By-Laws;

- (e) To contract for and employ persons, firms or corporations to assist in the management, operation, maintenance and administration of the Development;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of the Development;
- (g) To acquire, own, hold, lease, mortgage, convey or dispose of any real or personal property and to borrow money or issue evidences of indebtedness in furtherance of any or all of the within objects, and to secure the same by mortgage, pledge or other lien, subject to limitations contained in the Declaration;
- (h) In general, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of the Development and to the accomplishment of any of the purposes thereof;
- (i) To do anything required of or permitted to it as the administrator and operator of the Development or as the association of lot owners by the Declaration and By-Laws, as amended from time to time; and
- (j) To exercise such other powers and to do such other things required of or permitted to it which are consistent with the foregoing purposes and which are afforded to a non-profit corporation by the Minnesota Non-Profit Corporation Act (Chapter 317A of Minnesota Statutes) and any further laws amendatory thereof and supplementary thereto.

ARTICLE III

No Pecuniary Gain

This corporation is formed exclusively for purposes for which a corporation may be formed under the Minnesota Non-Profit Corporation Act (Chapter 317A of Minnesota Statutes), as amended, and accordingly, this corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors or officers; provided, however, that this corporation may pay to its members, directors and officers out-of-pocket expenses incurred in the performance of their duties, may lease and purchase from, sell to, and otherwise deal with its members, directors and officers and others in respect of real and personal property situated in Hennepin County, Minnesota, and may hire accountants, attorneys, and other professional advisers, and shall have the power to own, encumber and sell units within the common interest community.

ARTICLE IV

Duration of Corporate Existence

The period of duration of the existence of this corporation shall be perpetual.

ARTICLE V

Registered Office

The registered office of the corporation shall be located at: 7900 International Drive, Suite 953, Bloomington, Minnesota 55425. ✓

ARTICLE VI

Dissolution

In the event of dissolution of this corporation, all of its then assets shall be distributed as follows:

- (a) 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 hereafter amended, and, subject to prior compliance with Subdivision 1, Clauses (2), (3) and (4) of Section 317A.57 of Minnesota Statutes, the assets of this corporation shall be distributed to the members of the corporation pro rata in accordance with their respective interests in the common areas and facilities of Development.
- (b) If the dissolution under court supervision is not required or permitted under the statutes of the State of Minnesota, as now enacted or as hereafter amended, the assets of this corporation shall be distributed, subject to prior compliance with Subdivision 1, Clauses (2), (3) and (4) of Section 317A.57 of Minnesota Statutes, to the members of the corporation pro rata in accordance with their respective interests in the common areas and facilities of the Development.

ARTICLE VII

Incorporators and Sole Members of the Corporation

The name and address of the incorporator and sole member of the corporation, who is a natural person of full age, is as follows:

Thomas M. Hart
WINTHROP & WEINSTINE, P.A.
3200 Minnesota World Trade Center
30 East Seventh Street
St. Paul, Minnesota 55101

ARTICLE VIII

Board of Directors

The first Board of Directors shall consist of one (1) natural person, of full age, who shall serve for a term of one (1) year or until, their successors have been duly elected and have qualified. The name and address of the person comprising the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Wayne J. Soojian	900 East 79 th Street Suite 101 Minneapolis, Minnesota 55420	1 Year

Upon the expiration of the term of the member of the first Board, the Board shall be composed of five (5) directors, a majority of whom shall be members of the corporation. The number of directors may be changed by amendment of the By-Laws of the corporation.

ARTICLE IX

No Personal Liability

Members, directors and officers of this corporation shall not be personally liable to any extent whatsoever for corporate obligations.

ARTICLE X

No Capital Stock

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XI

No Corporate Seal

This corporation shall have no corporate seal.

ARTICLE XII

Amendment

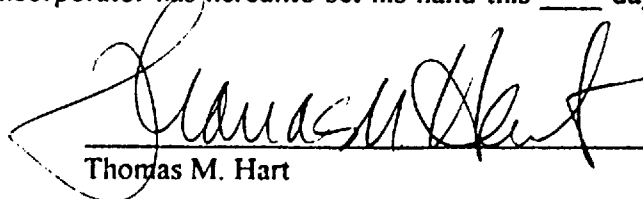
Until the second Board of Directors of this corporation has been constituted pursuant to the By-Laws, an amendment to these Articles shall be considered adopted upon its receiving an unanimous vote of the directors constituting the first Board of Directors at a meeting thereof, notice of which containing the proposed amendment having been given to each of said directors at least one (1) day prior to said meeting. After the second Board of Directors has been constituted pursuant to the By-Laws, an amendment to these Articles shall be adopted upon its receiving an affirmative vote of at least seventy-five percent (75%) of the total voting power of the corporation as that term is defined in the By-Laws, at any regular, special or annual meeting of the corporation.

ARTICLE XIII

F.H.A./U.S.D.V.A. Approval

As long as the declarant is in control of the Association, the following actions will require the prior approval of the Federal Housing Administration/U.S. Department of Veterans Affairs: annexation of additional properties, mergers and consolidations, mortgaging of Common Area (as defined in the Declaration), dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 3rd day of June, 1997.


Thomas M. Hart

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 04 1997


Secretary of State

State of Minnesota

1646

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, 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: Hidden Meadows Homeowners' Association

Corporate Charter Number: 1P-828

Chapter Formed Under: 317A

This certificate has been issued on 06/04/1997.



Joan Anderson Grove
Secretary of State.