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ARTICLES OF INCORPORATION
OF
THE POINTE ASSOCIATION, INC.

The undersigned, being of full age, for the purpose of forming a nonprofit corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, does hereby adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is The Pointe Association, Inc., hereinafter called the "Association".

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ARTICLE II
Registered Office

The registered office of the Association is located at 941 NE Hillwind Road, Suite 300, Fridley, Minnesota 55432.

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ARTICLE III
Purpose and Powner

The specific purpose for which this Association is formed is to provide for maintenance, preservation and architectural control of the residence Lots, Landscape Easement Area and Common Area within those certain tracts of property which either are conveyed to the Association as Common Area or are subjected to the authority of the Association for specified purposes by the Declaration hereinafter defined (hereinafter called the "Property"); and to promote the health, safety and welfare of the residents within such Property and any additions thereto as hereafter may be brought within the authority of this Association 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 Covenants, Conditions, Restrictions, and Easements for The Pointe Homeowners Association, Inc., hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the office of the County Recorder or Registrar of Titles in and for Scott County, Minnesota, and as the same may be amended from time to time as therein provided;

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- (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 subject to limitations and conditions set forth in the Declaration, 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 any be agreed to by the members, subject, however, in any event, to the limitations and conditions set forth in the Declaration;
- (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 required by the Declaration;
- (g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Minnesota by law may now or hereinafter have or exercise;
- (h) Act as a "residential real estate management association" within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended.

ARTICLE IV Membership

Every owner of a Lot subject to assessment, except as herein provided to the contrary, shall be entitled and required to be a member of the Association. If title to a Lot is held by more than one person, each of such persons shall be a member. An Owner of more than one Lot shall be entitled to one membership for each such Lot. Each such membership shall be appurtenant to the Lot upon which it is based and shall transfer automatically by voluntary or involuntary conveyance of the title of that Lot. No person or entity other than an Owner or Declarant may be a member of the Association, and a membership in the Association may not be transferred except in connection with the transfer of title to that Lot.

ARTICLE V
No Pecuniary Gain: Prohibited Activities

The Association does not and shall not afford pecuniary gain. Incidentally or otherwise, to its members, directors, or officers, nor shall any part of the net earnings of the Association in any way inure to the private benefit of any such member, director or officer of the Association, or to any private shareholder or individual except as permitted by Section 528 (c) (1) (D) of the Internal Revenue Code, and except that the Association shall be authorized to make reasonable allowances and payment for actual expenditures incurred or services rendered for or on behalf of the Association and except that the Association may pay reasonable compensation for services to or for the Association in furtherance of one or more of its purposes, including the services by a director or officer as such. The Association shall not guarantee to any person the payment of a loan to a director or officer.

ARTICLE VI
Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of Lots, with the exception of the Declarant, prior to termination for each lot owned. When more than one person holds title to any Lots, 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 one Lot. There can be no split vote. Prior to or at the time of any meeting at which a vote is to be taken, each co-Owner or other person entitled to a vote at such meeting shall file with the Secretary of the Association the name of the voting co-Owner or other person entitled to a vote at such meeting, unless such co-Owner or other person has filed a general voting authority with the Secretary applicable to all votes until rescinded.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to three (3) votes for each 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 first:

- (a) when total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) the eighth anniversary of the recording of the Declaration.

ARTICLE VII
Board of Directors

(a) The number of Directors constituting the first board of Directors is three, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Hans T. Hagen, Jr.	941 Hillwind Road Suite 300 Fridley, Minnesota 55432
Marie Reese	941 Hillwind Road Suite 300 Fridley, Minnesota 55432
Ted Hagen	941 Hillwind Road Suite 300 Fridley, Minnesota 55432

(b) Said Directors shall serve until the first annual meeting of the members and until their successors have been duly elected and qualified, unless said directors sooner resign.

(c) The affairs of this Association shall be managed by a Board of five (5) Director(s) (except the first Board, which shall consist of three (3) 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. At the first annual meeting, the members shall elect two (2) Directors for a term of one year, two (2) Directors for a term of two years and one (1) Directors for a term of three years; and at each annual meeting thereafter the members shall elect Director(s) for a term of three years to fill the vacancies created by expiring terms. There shall be no limit on the number of times a director may serve.

(d) Officers shall be elected as provided in the By-Laws.

ARTICLE VIII
Incorporator

The name and address of the incorporator of the Association is;

<u>Name</u>	<u>Address</u>
Hans T. Hagen, Jr.	941 Hillwind Road Suite 300 Fridley, Minnesota 55432

ARTICLE IX
No Stock

The association is organized upon a non-stock basis.

ARTICLE X
Personal Liability of Members

The members, directors and officers of this Association shall have no personal liability for obligations of the Association.

ARTICLE XI
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than 75% of each class of members.

ARTICLE XII
Duration

The duration of the corporation existence shall be perpetual.

ARTICLE XIII
Written Action by Directors

Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all the directors.

ARTICLE XIV
Amendments

The By-Laws may amended, at a regular or special meeting of the members, by the vote of 75% of each class of members, provided, that so long as there is Class B membership, the following actions will require the prior written approval (or waiver of this requirement) by the Federal Housing Administration (or the affidavit of Declarant that as of the date of such amendment neither the project nor any part thereof had been submitted to, or had been given Project approval by, the Federal Housing Administration): annexation of additional property, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these By-Laws. Amendments affecting the Declaration or the rights and obligations thereunder may not be effective as to such rights and obligations unless the requirements for amendments set forth in the declaration are followed.

ARTICLE XV
Definitions

All words used herein which are defined in the Declaration shall have the meanings there ascribed to them.

ARTICLE XVI
FHA Approval

As long as there is a Class B membership, the Federal Housing Administration shall have the right to veto amendments to these Articles.

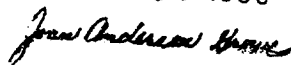
IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 14 day
of May, 1996.



Hans T. Hagen, Jr.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 03 1996



Secretary of State

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: The Pointe Association, Inc.

Corporate Charter Number: 10-99

Chapter Formed Under: 317A

This certificate has been issued on 06/03/1996.



Joan Anderson Grove
Secretary of State.