

**ARTICLES OF INCORPORATION  
OF  
SOUTHERN LAKES HOMEOWNERS ASSOCIATION INC.**

In compliance with the requirements of Minnesota Statutes, Chapter 317A, the Minnesota Nonprofit Corporation Act, the undersigned, who is a resident of the State of Minnesota and is of full age, has this day voluntarily associated for the purpose of forming a corporation not for profit and does certify:

**ARTICLE I  
NAME**

1.1) The name of the corporation is Southern Lakes Homeowners Association, Inc., hereinafter called the "Association".

**ARTICLE II  
REGISTERED OFFICE**

2.1) The registered office of the Association is located at 300 Morse Avenue, Excelsior, Minnesota 55331.

**ARTICLE III  
REGISTERED OFFICE**

3.1) This association shall not afford a pecuniary gain, incidentally or otherwise, to its members.

**ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION**

4.1) The specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the Lots ("Lot") within a platted or to-be-platted subdivision known as Southern Lakes 1st Addition located in the City of Inver Grove Heights, County of Dakota, and State of Minnesota legally described on Exhibit "A" hereto and such additions thereto as may here after be brought within the jurisdiction of this Association as provided in a Declaration of Covenants, Conditions and Restrictions filed or to be filed in the office of the County Recorder of Dakota County, Minnesota ("Declaration"), and to promote the health, safety and welfare of the residents within the above-described property; and in fulfillment of this purpose to do the following:

(a) To exercise all of the powers and privileges and to perform all 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, the Declaration being incorporated herein as if set forth at length;

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and 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) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate and maintain, real or personal property in connection with the affairs of the Association;

(d) To participate in mergers, consolidations or contracts with other non-profit corporations organized for the same purposes, provided that such additional consent required by the Declaration is obtained; and

(e) to have and exercise any and all powers, rights and privileges which a corporation organized under the Non-profit Corporation Act of the State of Minnesota by law may now or hereafter have or exercise consonant with the Declaration and these Articles.

## **ARTICLE V MEMBERSHIP**

**5.1)** Every owner of a Lot which is subject to assessment by the Association shall be a member of the Association. The foregoing is not intended to include any Mortgage of a Lot, unless and until such mortgagee has acquired title pursuant to foreclosure of its mortgage and the period of redemption has expired, or a deed in lieu of foreclosure. If title to a Lot is held by more than one person, each shall be a member. An owner of more than one Lot shall be entitled to one membership for each Lot owned. 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 owner of the Lot. Membership may not be transferred except in connection with the transfer of title to the Lot.

## **ARTICLE VI VOTING RIGHTS**

**6.1)** The Association shall have two classes of voting membership:

**Class A.** Class A members shall be all those owners or vendees referred to in Article V herein, with the exception of Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as they, among themselves may

determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

**Class B.** The sole Class B member shall be the Declarant who shall be entitled to three (3) votes for each Lot owned by it. 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) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) December 31, 2003.

**6.2)** Members shall have no rights of cumulative voting. Members may vote by voice, ballot, mail or reasonable means.

## **ARTICLE VII BOARD OF DIRECTORS**

**7.1)** In accordance with the provisions of Article IV of the Bylaws, the affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association, consisting of three members. The names and addresses of the persons who are to serve as members of the first Board of Directors until the first annual meeting of the Corporation, or as otherwise provided in the bylaws are as follows:

Stephen T. Ryan  
PO Box 40  
Excelsior, MN 55331

Connie Keller  
PO Box 40  
Excelsior, MN 55331

Ed Forliti  
4683 Hillvale Circle North  
Oakdale, MN 55128

## **ARTICLE VIII INCORPORATOR**

**8.1)** The name and address of the incorporator of the Association is as follows:

Stephen T. Ryan

PO Box 40  
Excelsior, MN 55331

**ARTICLE IX  
PERSONAL LIABILITY OF MEMBERS**

**9.1)** The members of this Association shall not be personally liable for Association obligations except as provided for and authorized under the Declaration.

**ARTICLE X  
CAPITAL STOCK**

**10.1)** This association shall have no capital stock.

**ARTICLE XI  
DISSOLUTION**

**11.1)** The Association may be dissolved by a vote of the members entitled to cast two-thirds (2/3) of the votes of each class of membership provided that such additional consent required by the Declaration is obtained. 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 non-profit corporation, association, trust or other organization devoted to such similar purposes. No such disposition of Association properties shall be effective to divest or diminish any right or title or any member vested in him or her under the Declaration unless made in accordance with the provisions of such Declaration.

**ARTICLE XII  
DURATION**

**12.1)** The corporation shall exist perpetually.

**ARTICLE XIII  
AMENDMENTS**

**13.1)** These articles may be amended at a regular or special meeting of the members by a vote of seventy-five percent (75%) of each class of members present in person or by proxy, provided that such additional consent as required by the Declaration is obtained.

**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 Association, has execute these Articles of Incorporation this [19th] day of [September], 1997.

[Stephen T. Ryan]  
Stephen T. Ryan

STATE OF MINNESOTA )  
) ss.  
COUNTY OF HENNEPIN )

On this [19th] day of [September], 1997, personally appeared before me Stephen T. Ryan, to me known to be the person named in and who execute the foregoing Articles of Incorporation, and acknowledged this to be his free act and deed for the uses and purposes therein expressed.

[Conni Keller]  
Notary Public

Exhibit "A"

The Southwest Quarter of Section 30, Township 27, Range 22, EXCEPT the North 350 feet thereof, according to the Government Survey thereof.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
OCT 17 1997  
Joan Anderson Growe  
Secretary of State