

**ARTICLES OF INCORPORATION
OF
HIGHVIEW MEADOWS COLONIAL COLLECTION ASSOCIATION, INC.**

The undersigned, being of legal age, for the purpose of forming a Wisconsin nonstock corporation under the provisions of Chapter 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is **Highview Meadows Colonial Collection Association, Inc.**

**ARTICLE II
LAW OF INCORPORATION**

The Corporation is organized under Chapter 181 of the Wisconsin Statutes.

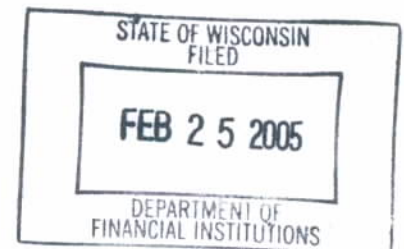
**ARTICLE III
REGISTERED AGENT**

The name of the initial registered agent of the Corporation is CT Corporation System.

**ARTICLE IV
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation in the State of Wisconsin is:

CT Corporation System
8025 Excelsior Drive, Suite 200
Madison, Wisconsin 53717



**ARTICLE V
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is:

Orrin Thompson Homes
545 Indian Mount East
Wayzata, Minnesota 55391

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ARTICLE VI
PURPOSES AND AUTHORITY

This Corporation (referred to hereafter as the "Association") is formed generally for civic, recreational, social and community welfare purposes, and specifically for the purposes of constituting and acting as the owners' association for the condominium subdivision of "Highview Meadows Colonial Collection," situated in the City of River Falls, County of St. Croix, Wisconsin (the "Property").

The Property is being developed as a condominium pursuant to Wis. Stat. Ch. 703, the Condominium Ownership Act (the "Act"). For the purposes of maintaining, repairing and replacing Common Elements and portions of the Units, as defined in the Declaration, and for the preservation of the value and amenities of said development, all in accordance with the Act and the Declaration of Covenants, Conditions, and Restrictions for Highview Meadows Colonial Collection (the "Declaration"), and in fulfillment of such purposes, this Association shall have the power:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association described in the Declaration and the Act, and as the same may be amended from time to time as therein provided;
- (b) To fix, levy, collect and enforce the payment of, 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 incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the aforementioned property of the Association;
- (c) To 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) To borrow money and, with the assent of all the Members of the Association, to 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) To dedicate, sell or transfer all or any part of the Common Elements 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 all Members, agreeing to such dedication, sale or transfer);
- (f) To enforce provisions of the Declaration, amendments thereto and any and all other covenants, conditions or restrictions applicable to the Property; and
- (g) Insofar as permitted by law, and consistent with the provisions and purposes hereof and of the Declaration and the Act, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents

of the Property, including cooperative developments or undertakings with adjacent properties.

The Association, in carrying out its purposes as stated above, shall have all the powers granted by law to a corporation formed under Chapter 181 of the Wisconsin Statutes, and all the powers granted by law to an association under the Act.

ARTICLE VII

NO PECUNIARY GAIN TO MEMBERS

This Association shall not afford pecuniary gain, incidentally or otherwise, to its Members. None of its Members shall be personally liable for corporate debt. Members, however, shall be liable to this Association for the assessments as specified in the Declaration.

ARTICLE VIII

MEMBERSHIP

Each Owner, as defined in the Declaration, shall be a Member of this Association. Membership in this Association shall be appurtenant to and may not be separate from the ownership interest in a Unit.

ARTICLE IX

VOTING RIGHTS

This Association shall have no capital stock. Members shall be entitled to one vote for each Unit owned. When more than one person holds the interest in a Unit required by Article VIII for membership, all such persons shall be Members, but the vote for such Unit shall be exercised as they among themselves shall determine, subject, however, to the limitation that no more than one vote may be cast with respect to any Unit and the further limitation that no vote may be split.

Notwithstanding the foregoing, Declarant shall control the operation and administration of the Association, including without limitation the sole power to appoint and remove the members of the Board, as provided in Section 13.6 of the Declaration.

The right of any Member to vote and the right of any Member and the Member's family or guests to use any recreational facilities, if any, that may be acquired by the Association shall be suspended during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for any infraction of any rules or regulations adopted by the Association.

ARTICLE X

BOARD OF DIRECTORS

The business and affairs of this Association shall be managed by a Board of Directors consisting of three (3) directors, or such other number of directors as may be determined in

accordance with the By-Laws. Except for directors appointed by Declarant, all directors shall be Owners.

Until expiration of the Declarant Control Period, as defined in the Declaration, Declarant shall have the right to appoint all directors. The first Board shall consist of the following three (3) directors:

NAME	ADDRESS
Jonathan Aune	545 Indian Mount East, Wayzata, MN 55391
Robert Swanick	545 Indian Mount East, Wayzata, MN 55391
Vince Burger	545 Indian Mount East, Wayzata, MN 55391

ARTICLE XI

ELECTION OF DIRECTORS

Upon expiration of the Declarant Control Period, as defined in the Declaration, Directors shall be appointed pursuant to the Bylaws.

ARTICLE XII

DIRECTOR LIABILITY

To the fullest extent permitted by Chapter 181 of the Wisconsin Statutes, as the same exists or may hereafter be amended, a Director of this Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director.

ARTICLE XIII

DURATION

The duration of this Association shall be perpetual.

ARTICLE XIV

DISSOLUTION

This Association may be dissolved only with the written consent of Members entitled to cast at least 80% of all votes in the Association.

**ARTICLE XV
AMENDMENTS**

These Articles of Incorporation may be amended only with the written consent of the Members entitled to cast at least 75% of all votes in the Association.

**ARTICLE XVI
DEFINITIONS**

Capitalized terms shall have the meaning set forth in the Declaration unless otherwise herein stated.

**ARTICLE XVII
INCORPORATOR**

The following person constitutes the incorporator who is forming this Association:

Name

Address

Shannon D. Hoagland

Leonard, Street and Deinard
Professional Association
380 St. Peter Street, Suite 500
Saint Paul, Minnesota 55102

IN WITNESS WHEREOF, the undersigned has hereunto executed these ARTICLES OF INCORPORATION effective this 22 day of February, 2005.


Shannon D. Hoagland

This document was drafted by:

Shannon D. Hoagland
Leonard, Street and Deinard
Professional Association
380 St. Peter Street, Suite 500
Saint Paul, Minnesota 55102

