

**ARTICLES OF INCORPORATION
OF
HARBOR SHORES HOMEOWNERS ASSOCIATION**

The undersigned, being of legal age, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes, as amended, and in compliance with the requirements thereof, do hereby voluntarily associate ourselves as a body corporate, not for profit, but for the purposes herein conferred and adopt these Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be Harbor Shores Homeowners Association.

**ARTICLE II
REGISTERED OFFICE**

The registered office of this Corporation shall be at 321 University Avenue SE, Minneapolis, Minnesota 55414.

**ARTICLE III
PURPOSES AND AUTHORITY**

This Corporation is formed generally for civic, recreational, social and community welfare purposes, and specifically for the purposes of constituting and acting as an association of the owners of units in that certain platted subdivision situated in the City of Shoreview, Ramsey County, Minnesota, on property legally described on **Exhibit A** attached hereto and incorporated herein by reference (the "Subject Property").

The property is being developed as a villa development and is a "planned community" as defined in Chapter 515B of the Minnesota Statutes. For the purposes of managing, maintaining, repairing, replacing, and operating certain buildings and facilities located thereon, and any additions thereto as may be made in accordance with the Declaration hereinafter referred to, all for the preservation of the value and amenities of said development, and such additions as may be made thereto as provided in said Declaration, and in fulfillment of such purposes, this Corporation shall have the power:

- (a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association described in that certain Declaration herein referred to as the "Declaration", applicable to the aforementioned property and recorded or to be recorded in the Office of the County Recorder of Ramsey 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) 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 incident 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 each class of membership, 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 Area to any public agency, authority, 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 participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of all members;
- (g) To provide garbage and trash collection;
- (h) To enforce provisions of the Declaration, and any and all other covenants, conditions or restrictions applicable to the aforementioned property; and
- (i) To, insofar as permitted by law, and consistent with the provisions and purposes hereof and of the Declaration, do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the members, including cooperative developments or undertakings with adjacent properties.

ARTICLE IV
NO PECUNIARY GAIN TO MEMBERS

This Corporation does not and 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 Corporation for the assessments as specified in the Declaration.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee simple interest or a contract vendee, in any Unit as described in the Declaration (an "Owner"), shall be a member of this Corporation. The foregoing is intended to exclude contract vendors, unless the contract provides otherwise, and other persons or entities who hold an interest in any Unit merely as security for the performance of any obligation. Membership in this Corporation shall be appurtenant to and may not be separated from the above-described ownership interest in each such Unit.

ARTICLE VI
VOTING RIGHTS

This Corporation shall not have capital stock, but shall have two classes of voting membership:

Class A: All members described in Article V hereinabove, with the exception of the Class B member, its successors and assigns, shall be Class A members and shall be entitled to one vote for each Unit owned. When more than one (1) person holds the interest in a Unit required by Article V 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 limitation that the voting power for any Unit may not be split. The vote for any Unit which is owned by more than one (1) member may not be cast at any meeting unless such members have filed with the Secretary of the Association prior to such meeting the name of one (1) of their number who then shall be the only person authorized to cast such vote at such meeting. In lieu of such filing prior to every meeting, such members may file, as aforesaid, a document executed by all of them, designating one (1) of their number as the person authorized to cast their vote at all future meetings and such authorization shall continue to be valid until such time as such authorization shall have been rescinded in writing by all of such members.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), its successors and assigns, which shall be entitled to three (3)

votes for each Unit owned; the voting power to which Declarant is entitled shall at all times be calculated to include all Units owned by Declarant including any Units that the Declarant has reserved the right to build. Upon the end of the Declarant Control Period (as hereinafter defined), the Class B membership shall cease and the Class B member shall be deemed to be a Class A member, if then an Owner, the Declarant shall be entitled to one vote for each Unit in which Declarant holds the interest required for Class A membership.

The "Declarant Control Period" shall mean the period commencing on the date of the first conveyance of a Unit to an Owner other than the Declarant and continuing until the earlier of: (i) the date five (5) years after said date; or (ii) the date sixty (60) days after the conveyance of seventy-five percent (75%) of the Units to Owners other than Declarant. In determining the Declarant Control Period, the percentage of Units that have been conveyed shall be computed by including all Units that the Declarant has built or reserved the right to build.

The right of any Member to vote and the right of any Member, 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 VII

BOARD OF DIRECTORS

The business and affairs of this Corporation shall be managed by a Board of Directors consisting of three Directors, or such other number of Directors as may be determined in accordance with the By-Laws. Until the first full Board of Directors consisting of three members shall have been elected, the first and interim Board of Directors shall consist of three Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Max Segler	321 University Avenue SE Minneapolis, MN 55414
James Menning	321 University Avenue SE Minneapolis, MN 55414

Said first directors shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified.

ARTICLE VIII
ELECTION OF DIRECTORS

At the first annual meeting, the members shall elect Directors, each for a term of one year and until their successors have been duly elected and have qualified; and at each annual meeting thereafter the members shall elect any new members to the Board of Directors for a term of one year.

Not later than sixty (60) days after the conveyance of fifty percent (50%) of the Units that may be created to owners other than the Declarant (or an affiliate of the Declarant), a special meeting shall be held to elect Directors (the "First Special Election"). At the First Special Election and at all subsequent elections at annual meetings, all members other than the Declarant (or affiliates of the Declarant) shall have the right to nominate and elect not less than 33 1/3% of the Directors. Directors elected at the First Special Election shall serve until the next annual meeting.

For the purposes of this Article, the percentage of the Units which have been conveyed shall be computed by including all Units which the Declarant has reserved the right to build in the Declaration.

Not later than the end of the Declarant Control Period, a special meeting shall be held to elect Directors (the "Second Special Election"). At the Second Special Election, all members shall elect a new Board of Directors. A majority of the Directors elected at the Second Special Election and in all elections of Directors thereafter shall be members other than the Declarant (or an affiliate of Declarant).

ARTICLE IX
WRITTEN ACTION BY DIRECTORS

Any action required or permitted to be taken at a meeting of the board of directors of this Corporation may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

ARTICLE V
DIRECTOR LIABILITY

To the fullest extent permitted by Chapter 317A, Minnesota Statutes, as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director.

ARTICLE XI
DURATION

The duration of this Corporation shall be perpetual.

ARTICLE XII
DISSOLUTION

This Corporation may be dissolved only with the written consent of members holding at least 90% of the voting power of the Corporation. Written notice of a proposal to dissolve, setting for the reasons therefore and the disposition to be made of its assets (which shall be consistent with Article XIII hereof) shall be mailed to every member at least ninety (90) days prior to any meeting at which such dissolution shall be voted upon.

ARTICLE XIII
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation, all of its property and assets, both real and personal, including, but not limited to, sewer and water lines, if any, first shall be dedicated or transferred to an appropriate municipality, public agency or utility, or if such transfer or dedication be refused, such assets then shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other entity, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by this Corporation. No disposition of the assets of this Corporation shall be effective to divest or diminish any vested right or title of any member in any such assets arising under recorded covenants and deeds applicable to such assets unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIV
AMENDMENTS

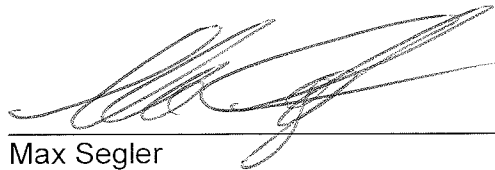
These Articles of Incorporation may be amended only with the assent of 75% of the Members of each class.

ARTICLE XV
INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Max Segler	321 University Avenue SE Minneapolis, MN 55414

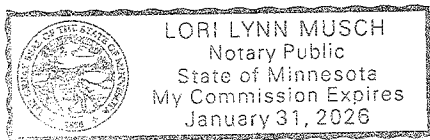
IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation effective this ____ day of January, 2025.



Max Segler

STATE OF MINNESOTA)
COUNTY OF Ramsey)

On this 17 day of January, 2025, before me, a notary public, personally appeared Max Segler, the incorporator of Harbor Shores Homeowners Association, to me known to be the person described in, and who executed, the foregoing instrument, and acknowledged that he executed the same as his free act and deed.





Notary Public

EXHIBIT A

LEGAL DESCRIPTION

The real estate situated in the County of Ramsey, State of Minnesota, described as follows:

Lots 1, 2, 3, 4, 5, 6, 7 and 8, Block 2, Harbor Shores, according to the recorded plat thereof, Ramsey County, Minnesota.

Lots 1, 2, 3, 4, 5 and 6, Block 3, Harbor Shores, according to the recorded plat thereof, Ramsey County, Minnesota.

Outlot A, Harbor Shores, according to the recorded plat thereof, Ramsey County, Minnesota.