

ARTICLES OF INCORPORATION -

OF

GROVELAND HOMEOWNERS ASSOCIATION

We, the undersigned incorporators, being of full age, and for the purposes of forming a nonprofit corporation under Chapter 317 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 adopted these Articles of Incorporation.

ARTICLE I.

NAME

The name of the Corporation shall be GROVELAND HOMEOWNERS ASSOCIATION.

ARTICLE II.

REGISTERED OFFICE

The registered office of the Corporation shall be in the City of Woodland, County of Hennepin, State of Minnesota.

ARTICLE III.

PURPOSES AND AUTHORITY

The purposes of the Corporation are to provide the maintenance, preservation, architectural control of and to provide and maintain certain common areas within certain residential real estate located in the City of Woodland, County of Hennepin and State of Minnesota, said property being legally described as:

Blocks 1 and 2, Methodist Lakeside Assembly in Woodland.

to promote the health, safety and welfare of the residents within the real property in the development for the following purposes:

- (a) To provide an entity to act as homeowners association for the benefit of the fee owners, contract purchasers and lessees under land lease from the Corporation of residential units located in the above-described real estate within the meaning of the Internal Revenue Code.

ARTICLE IV.

NO PECUNIARY GAIN TO MEMBERS

The Corporation does not and shall not afford pecuniary gain, incidental or otherwise, to its members, directors or officers. Its members shall not be personally liable for corporate debts, but its members shall be liable to the Corporation for assessments as specified herein. The Corporation may pay to its members, directors and officers, and others, reasonable compensation for services rendered to or for the Corporation and may lease to or from, may sell to or purchase from or otherwise deal with, its members, directors, officers and others in real and personal property.

ARTICLE V.

DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE VI.

MEMBERSHIP

The members of the Corporation shall be the fee owners, contract purchasers of lessees under a land lease from the Corporation of one or more residential units located in the above-described property. Where a residential unit is occupied by the fee owner, contract purchaser or lessee under a land lease from the Corporation, each adult family member occupying the unit shall also be a member of the Corporation. There shall be, however, only one vote per residential unit. Persons or entities who hold an interest in any residential unit merely as security for the performance of any obligation shall not be a member of the Corporation. Membership shall be appurtenant to and may not be separated from the interest of any residential unit of an owner, lessee or contract purchaser.

ARTICLE VII.

VOTING RIGHTS

The Corporation shall not have any capital stock, and shall have but one class of voting membership. Each residential unit shall have one membership vote only.

ARTICLE VIII.

BOARD OF DIRECTORS

The management and affairs of the Corporation shall be managed by a Board of Directors of not less than nine (9) nor more than twelve (12) persons. Each director must be a member of the Corporation. The first Board of Directors shall have a membership of twelve (12) persons, the names and addresses of which are as follows:

Keith Tjornhom	2850 East Road Wayzata, Minnesota 55391
Richard Moehring	2860 East Road Wayzata, Minnesota 55391
T. Harrison Bryant	2830 Center Road Wayzata, Minnesota 55391
Evert Sisney	2890 East Road Wayzata, Minnesota 55391
Vince Suerth	2890 West Road Wayzata, Minnesota 55391
Jean Stark	2880 West Road Wayzata, Minnesota 55391
Clarence Anderson	2800 West Road Wayzata, Minnesota 55391
Scott Standa	2825 Inner Road Wayzata, Minnesota 55391
Clifford Code	2765 West Road Wayzata, Minnesota 55391
William Holm	2865 Center Road Wayzata, Minnesota 55391
Jolyn Dahlbeck	2830 Inner Road Wayzata, Minnesota 55391
C. Richard Lane	2800 Center Road Wayzata, Minnesota 55391

The term of office of the first Board of Directors shall be until the successor directors have been elected at the first annual meeting of this Corporation and shall have qualified. At such first meeting of the members, there shall be elected four (4) directors for the term of one (1) year, four (4) directors for the term of two (2) years and four (4) directors for the term of three (3) years. At each annual meeting thereafter the members shall elect the necessary number of directors for a term of three (3) years to fill out the Board. No member of the Board may succeed himself at the end of his term in office. He must be off the Board for no less than one year before he can again be elected to a term as a member of the Board of Directors.

ARTICLE IX.

DISSOLUTION

The Corporation may be dissolved only with the assents given in writing and signed by three-fourths (3/4) of the members of the Corporation. Written notice of a proposal to dissolve, setting forth the reasons therefore, shall be mailed to every member at least sixty (60) days in advance of any annual or special meeting at which dissolution of the Corporation is to be considered and voted upon. A vote on dissolution shall be taken by written ballot signed by each member voting thereat.

ARTICLE X.

DISPOSITION OF ASSETS UPON 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 317.57 of the Minnesota Statutes, the assets of the Corporation shall be distributed to the members of Corporation equally, to be held in individual shares as tenants in common or, if required by government agency regulations, then, to a qualified non-profit corporation.
- (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 317.57 of the Minnesota Statutes, to the members of the Corporation equally, to be held in individual shares as tenants in common or, if required by government agency regulations, then, to a qualified non-profit corporation.

ARTICLE XI.

INCORPORATORS

The following persons constitute the incorporators who are forming the Corporation:

Keith Tjornhom	2850 East Road Wayzata, Minnesota 55391
Roger Rovick	2850 West Road Wayzata, Minnesota 55391
Alan Naylor	2895 West Road Wayzata, Minnesota 55391

