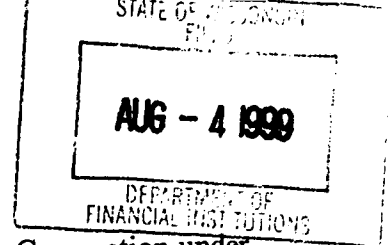


RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

ARTICLES OF INCORPORATION



99 JUL 23 Executed by the undersigned for the purpose of forming a Wisconsin Corporation under chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT.

ARTICLE 1: The name of the corporation is **TOWNHOMES OF BIENEMAN FARM HOMEOWNERS ASSOCIATION, INC.**

ARTICLE 2: The period of existence shall be perpetual.

ARTICLE 3: The purposes shall be to engage in any lawful act or activity under Chapter 181 of the Wisconsin Statutes.

ARTICLE 4: The principal office is located in Washington County, Minnesota. The address of the principal office is 1809 Northwestern Avenue, Stillwater, Minnesota, 55082.

ARTICLE 5: The name of the initial registered agent is C. R. Hackworthy.

ARTICLE 6: The address of the initial registered agent is c/o 216 Sommers Landing Road North, Hudson, Wisconsin, 54016.

ARTICLE 7: These articles may be amended in the manner authorized by law at the time of amendment.

ARTICLE 8: The number of directors shall be fixed by By-law.

ARTICLE 9: The initial directors of the corporation are as follows:

C.R. Hackworthy	1809 Northwestern Avenue Stillwater, MN 55082
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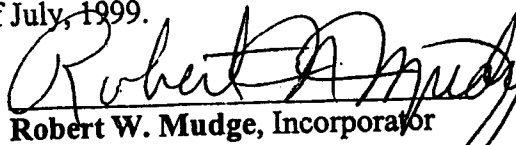
Donna M. Caywood	1809 Northwestern Avenue Stillwater, MN 55082
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ARTICLE 10: Membership provisions will be set forth in the By-Laws.

ARTICLE 11: The name and address of the incorporator is:

NAME	ADDRESS
Robert W. Mudge	110 Second Street Hudson, Wisconsin 54016.

Executed in duplicate on the 26th day of July, 1999.

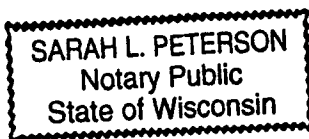

Robert W. Mudge, Incorporator

WI - DFI CORP
FILE ID# ➔

T029451

STATE OF WISCONSIN)
) SS
ST. CROIX COUNTY)

Personally came before me this 26th day of July, 1999, the aforementioned incorporator, Robert W. Mudge, to me known to be the person who executed the foregoing instrument and acknowledged the same.



Sarah L. Peterson

Notary Public, State of Wisconsin
My Commission expires March 9, 2003

This document was drafted by:
Robert W. Mudge, Attorney

MAIL RETURNED COPY TO:

Robert W. Mudge
MUDGE, PORTER, LUNDEEN & SEGUIN, S.C.
110 Second Street
Post Office Box 469
Hudson, Wisconsin 54016