

ARTICLES OF INCORPORATION

Y-497

OF

B-64, 543

JAMESTOWN VILLAGE HOMEOWNERS ASSOCIATION, INC

These Articles of Incorporation are signed and acknowledged by the undersigned incorporators for the purpose of forming a non-profit corporation under Minnesota Statutes, Chapter 317, as follows:

The name of the corporation is JAMESTOWN HOMEOWNERS' ASSOCIATION, INC. (hereinafter called "the Association").

ARTICLE II

The purpose for which the Association is organized is to provide an entity to operate, manage, maintain and care for common area of real property located in Hennepin County, Minnesota which property is subject to a certain Declaration of Covenants, Conditions, Restrictions and Easements (hereinafter Declaration) imposed upon the property by the Owner and Developer of the property Centex Homes Corporation (hereinafter Declarant).

ARTICLE III

1992/6/1

The Association shall not afford pecuniary gain incidentally or otherwise to its members.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

In these Articles, whenever terms are used which are defined in the Declaration or By-Laws, the definition of said terms as used herein shall be the same as is set forth in said Declaration and By-Laws except as such terms may otherwise be specifically defined herein.

ARTICLE VI

The Association shall have two classes of voting membership:

a) Class A. Class A members shall be all those Owners as defined in §1.8 of the Declaration, with the exception of the Declarant. Each Class A member shall be entitled to one (1) vote for each Lot in which such owner holds the interest required for membership by §1.8. of the Declaration. When more than one person holds such interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they, among themselves, shall determine but in no event shall more than one (1) vote be cast with respect to any Lot.

b) Class B. The Declarant shall be the sole Class B member and shall be entitled to three (3) votes for each Lot owned. Declarant shall be entitled to votes for Lots added pursuant to §4 of the Declaration at such time as the Supplementary Declaration referred to in §4.2 of the Declaration has been recorded. Class B membership shall cease and be converted to Class A membership upon the occurrence of the first of the following events:

i. when the total number of votes outstanding in the Class A membership equals or exceeds the total number of votes outstanding in the Class B membership, provided however that Class B membership shall be reinstated during any period of time in which, because of the addition of Additional Property, Declarant's votes (based on 3 votes for each Lot) would once again exceed the number of votes of the Class A membership; or

ii. December 31, 1992

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ARTICLE VII

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The name of the Association's registered agent shall be C. T. Corporation and the location of the Associations' registered office shall be 1052 Midland Bank Building, Minneapolis, Minnesota 55401.

ARTICLE VIII

The name and address of the incorporator of the Association

Thomas M. Boyce  
7159 Shady Oak Road  
Eden Prairie, Minnesota 55344

ARTICLE IX

The number of directors constituting the first Board of Directors shall be 3. The names and addresses of such directors are:

Timothy R. Eller  
7159 Shady Oak Road  
Eden Prairie, Minnesota 55344

Michael Schroetke  
7159 Shady Oak Road  
Eden Prairie, Minnesota 55344

Thomas M. Boyce  
7159 Shady Oak Road  
Eden Prairie, Minnesota 55344

The tenure of office of the first directors is until the first annual meeting of members or until such earlier date as their successors may be elected.

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ARTICLE X

Members of the Association shall have no personal liability for corporate obligations.

ARTICLE XI

The Association shall have no capital stock but shall have members. Members of the Association shall consist of such persons or entities as may be admitted pursuant to the Bylaws of the Association.

ARTICLE XII

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XIII

No part of the net earnings of the Association shall inure to the benefit of any member, director or officer of the Association or any private individual, except that reasonable compensation may be paid for services rendered to or for the Association in the performance of its association purposes. In general, the affairs of the Association shall be conducted in conformity with public policy applicable to non-profit corporations.

ARTICLE XIV

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XV

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

- a. addition of Additional Property,
- b. dissolution and amendment of these Articles,
- c. conveyance and/or dedication of Common Area.

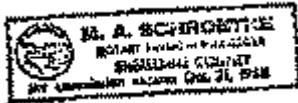
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 27th day of March, 1985.

*Thomas M. Boyce*  
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 THOMAS M. BOYCE

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STATE OF MINNESOTA }  
 COUNTY OF HENNEPIN } SE.

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of MARCH, 1985 by Thomas M. Boyce.



*M. A. Schiroffice*  
 \_\_\_\_\_  
 Notary Public  
 Hennepin County, Minnesota  
 My Commission Expires 10-31-88

27<sup>th</sup> March  
 4:30  
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