

5/10/2016

**ARTICLES OF INCORPORATION
SUMMERS LANDING HOMEOWNERS ASSOCIATION**

I, the undersigned, being of full age, for the purpose of organizing a nonprofit corporation under the Minnesota Nonprofit Corporation Act, being Minnesota Statutes Chapter 317A, do hereby adopt, sign and acknowledge the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is SUMMERS LANDING HOMEOWNERS ASSOCIATION (the "Corporation").

**ARTICLE II
PURPOSES AND POWERS**

This corporation is formed for civic, recreational, social and community welfare purposes, and specifically for the purpose of constituting and acting as the association of thirty-three (33) single-family residential lot owners ("Owners") of Lots located in Summers Landing, Washington County, Minnesota ("Property") as described in the Summers Landing Homeowners Association Declaration ("Declaration"), and for the purpose of managing and maintaining certain installations and easements providing benefits to the Owners. To fulfill such purposes, the powers of the Corporation shall include, but not be limited to, the following:

- a. To maintain, manage, and administer the affairs of the Summers Landing Homeowners Association.
- b. To levy and collect assessments from Owners and to use the proceeds thereof for the purposes as set forth in the Declaration.
- c. To carry insurance pertinent to the use and maintenance of the easements and installations as set forth by the Declaration, as well as on any personality of the Corporation; to collect all premiums and charges for same from Owners; and to use, reimburse, or expend the proceeds for the rebuilding, repair, renovation, rehabilitation, and/or replacement of any loss or damage to any of the installations described in the Declaration, all as provided in the Bylaws;
- d. To contract for and employ persons, firms or corporations to assist in the management, operation, maintenance and administration for the purposes set forth in the Declaration.
- e. To make and enforce reasonable regulations not inconsistent with the Declaration concerning the use and enjoyment of the Property.

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- f. In general, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation for the accomplishment of any of the purposes thereof set forth in the Declaration.
- g. To exercise such other powers which are consistent with the foregoing purposes and which are afforded to the corporation by law.

ARTICLE III NO PECUNIARY GAIN

The Corporation is organized as a nonprofit corporation. The Corporation shall in no way, directly or indirectly, incidentally or otherwise, afford pecuniary gain to any of its members, directors, or officers, nor shall any part of the net earnings of the Corporation in any way inure to the private benefit of any such member, director, or officer of the Corporation, or to any private shareholder or individual within the meaning of Section 528 (c) (1) (D) of the Internal Revenue Code, except that the Corporation shall be authorized to make reasonable allowance and payment for actual expenditures incurred or services rendered for on behalf of the Corporation.

No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in any transaction or carry on other activity not permitted to be carried on by a management association exempt from federal income tax under Section 528 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V REGISTERED OFFICE

The location of the registered office of the Corporation shall be 17305 Cedar Avenue, Suite 200, Lakeville, Minnesota 55044.

ARTICLE VI INCORPORATORS

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The name and address of the incorporator of the Corporation is:

S. Todd Rapp
S. Todd Rapp, P.A.
P.O. Box 1619
Burnsville, MN 55337

ARTICLE VII MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee simple interest, including contract vendees, in any lot which is subject to assessment, pursuant to the Declaration, by the Corporation, shall be a member of the Corporation. The foregoing is intended to exclude persons or entities that hold an interest in any lot merely as security for the performance of any Obligation. Membership in the Corporation shall be appurtenant to and may not be separated from the above-described ownership interest in each such lot.

ARTICLE VIII VOTING RIGHTS

The Corporation shall have one class of voting membership. Members shall be all Owners of lots, and shall be entitled to one vote for each lot owned. The provisions of this paragraph shall be subject to the reservation of any Special Declarant Rights as set forth in the Declaration. When more than one person holds title to any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot. There can be no split vote. Prior to or at the time of any meeting at which a vote is to be taken, each co-owner or other person entitled to a vote at such meeting shall file with the Secretary of the Corporation the name of the voting co-owner or other person entitled to a vote at such meeting, unless such co-owner or other persons have filed a general voting authority with the Secretary applicable to all votes until rescinded.

ARTICLE IX BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) Directors. Prior to the election of three (3) Directors at a special organizational meeting of the members described below, the initial Board of Directors shall consist of one (1) Director ("Initial Director") whose name and address are as follows:

Name	Address
Joanne Wollschlager	17305 Cedar Avenue, Suite 200

5/10/2016

Lakeville, MN 55044

The Initial Director shall serve for a term of five (5) years or until the elected Board of Directors consisting of three (3) persons is elected as provided below. Summergate Development, LLC, a Minnesota limited liability company, in its capacity as Declarant under the Declaration, shall have the authority to replace the Initial Director at Declarant's sole discretion. The term of the Initial Director shall terminate upon the earliest of (i) voluntary surrender of control by Declarant; (ii) an Association meeting which shall be held within sixty (60) days after conveyance to Owners other than Declarant of all Lots governed by the Declaration. At such time as Declarant authorizes, or is obliged, to surrender control of the Association to a successor Board, a special organizational meeting of the members shall be held to elect the first elected Board of Directors consisting of three (3) persons. At such organizational meeting the members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the members shall elect any new members to the Board of Directors for a term of three (3) years. The first elected Board of Directors shall take office upon the termination of the term of the Initial Director.

ARTICLE X DISSOLUTION

The Corporation may only be dissolved with the written consent of the members entitled to cast two-thirds (2/3) of the votes outstanding in each class of membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of its assets (which shall be consistent with Article XI 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 XI DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, all of its property and assets shall first be dedicated or transferred to an appropriate municipality, public agency or utility, or if such transfer or dedication be refused, such assets shall then 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 the Corporation. No disposition of the assets of the 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.

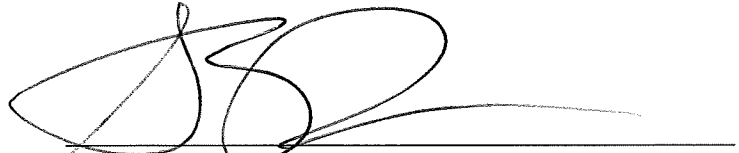
ARTICLE XII AMENDMENTS

5/10/2016

These Articles of Incorporation may only be amended with the assent of at least two-thirds (2/3) of all of the Owner/Members.

**ARTICLE XIII
NON-STOCK**

The Corporation is organized upon a non-stock basis. There shall be no cumulative voting by the members.



S. Todd Rapp
Incorporator