

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

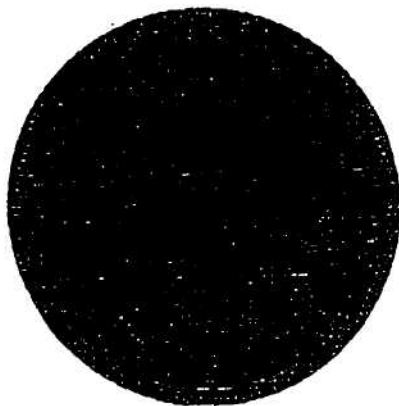
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: THE LAKES OF RADISSON MASTER ASSOCIATION

Corporate Charter Number: 601126-3

Chapter Formed Under: 317A

This certificate has been issued on 08/18/2003.



Mary Kiffmeyer
Secretary of State.

**ARTICLES OF INCORPORATION
OF
THE LAKES OF RADISSON MASTER ASSOCIATION**

In compliance with the requirements of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, the undersigned, who is a resident of the State of Minnesota and who is of full age, has this day voluntarily associated himself for the purpose of forming a corporation not for profit, and does hereby certify:

**ARTICLE I
Name**

The name of the corporation is **THE LAKES OF RADISSON MASTER ASSOCIATION**, hereinafter called the "Association".

**ARTICLE II
Location**

The registered office of the Association is located at 1875 Station Parkway NW, Andover, MN 55304, c/o Main Street 1000, LLC.

**ARTICLE III
Registered Agent**

Anthony J. Emmerich, whose address is 1875 Station Parkway NW, Andover, Minnesota 55304, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
Purpose and Powers of the Association**

This Association is formed generally for civic, recreational, social and community welfare purposes and specifically for the purposes of constituting and acting as the master association for the platted subdivision, situated in the City of Blaine, County of Anoka, State of Minnesota (the "Property").

The Association is established as a Master Association as defined in the Minnesota Common Interest Ownership Act, Minnesota Stat. §515B.2-121. In fulfillment of such purposes, the Association shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Master Declaration for The Lakes Master Association, hereinafter called the "Master Declaration", applicable to

the property and recorded or to be recorded in the office of the County Recorder and/or Registrar of Titles of Anoka County, Minnesota, and as the same may be amended from time to time as therein provided, said Master Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Master 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 property of the Association;

(c) 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) borrow money and, with the assent of 75% of the members, 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) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of 75% of the members;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Minnesota by law may now or hereafter have or exercise.

ARTICLE V

Association Membership: Rights and Obligations

Membership in the Association, and the allocation to each unit of a portion of the votes in the Association shall be governed by the following provisions:

5.1 **Membership.** The Members of the Association shall consist of the Sub-Associations as defined in The Lakes of Radisson Master Association Master Declaration (the "Master Declaration"), the owner of any portion of the property subject to the Master Association on which an apartment building is located, and the owner of any portion of the Property subject to the master Association on which a commercial building is located, as more specifically set forth in the By-Laws and in Article IN of the Master Declaration.

5.2 **Voting.** Voting rights are as established in the Master Declaration.

ARTICLE VI

Board of Directors

The management of the Association shall be vested in a Board of Directors as is more specifically set forth in the By-Laws. The first Board of Directors of the Association shall consist of three persons whose names and addresses are:

NAME	ADDRESS
Anthony J. Emmerich	c/o Main Street 1000, LLC 1875 Station Parkway NW Andover, Minnesota 55304
John Jackels	c/o Main Street 1000, LLC 1875 Station Parkway NW Andover, Minnesota 55304
Gary Gorham	c/o Gorham Builders, Inc. 1877 Station Parkway NW Andover, Minnesota 55304

The members' right to elect or appoint tile members of the Board of Directors shall be suspended during the Master Declarant Control Period, as defined below. During the Master Declarant Control Period the Master Declarant shall have the right to appoint and remove Directors. The Master Declarant Control Period begins when the Master Declaration is recorded and terminates upon the earliest of: (i) the voluntary surrender of the right to appoint Directors; (ii) the date ten (10) years after the date the Master Declaration is recorded; and (iii) the date when at least 75% of the Sub-Associations are controlled by their members. An Association's members control the Association when they have the right to elect or appoint a majority of the Association's voting directors.

ARTICLE VII

Duration

The corporation shall exist perpetually.

ARTICLE VIII
Amendments

Amendment of these Articles shall require the assent of 67% of the entire membership.

ARTICLE IX
No Pecuniary Gain to Members

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE X

The corporation shall have no capital stock.

ARTICLE XI

The extent of personal liability, if any, of members for corporate obligations and the methods of enforcement and collection is none.

ARTICLE XII

The name and address of the incorporator of this corporation is as follows:

Jill M. Presseller
Gries & Lenhardt, P.L.L.P.
12725-43rd St. N.E., Suite 201
St. Michael, MN 55376

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Minnesota, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation on this 14 day of August, 2003.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 18 2003

Mary Hiffmeyer
Secretary of State

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Jill M. Presseller
Jill M. Presseller