

**ARTICLES OF INCORPORATION
OF
ASPEN BAY HOMEOWNERS 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 herself for the purpose of forming a corporation not for profit, and does hereby certify:

**ARTICLE I
Name**

The name of the corporation is Aspen Bay Homeowners Association, hereinafter called the "Association".

**ARTICLE II
Location**

The registered office of the Association is located at 1877 Station Parkway N.W., Andover, MN. 55304, c/o Gorham Builders, Inc.

**ARTICLE III
Registered Agent**

Michael M. Gorham, whose address is 1877 Station Parkway N.W., Andover, MN. 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 unit owner's association for the platted subdivision Aspen Bay, situated in the City of Blaine, County of Anoka, State of Minnesota (the "Property").

The Property is being developed as a planned community. For the purposes of managing, maintaining, repairing, replacing and operating certain building and facilities located thereon, and for the preservation of the value and amenities of said development, and in fulfillment of such purposes, this 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 Declaration of Covenants, Conditions and Restrictions for Aspen Bay, a planned community, hereinafter called the "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 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 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. Each owner shall be a member of the Association by virtue of unit ownership, and the membership shall be transferred with the conveyance of the owner's interest in the unit. An owner's membership shall terminate when the owner's ownership terminates. When more than one person is an owner of a unit, all such persons shall be members of the Association, but multiple ownership of a unit shall not increase the voting rights allocated to such unit nor authorize the division of the voting rights.

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

ARTICLE VI

Board of Directors

The affairs of the Association shall be governed by a Board of Directors. The Board of Directors shall have all powers necessary for the administration of the affairs of the Association, and may exercise for the Association all powers and authority vested in or delegated to the Association (and not expressly prohibited or reserved to the owners) by law or by the governing documents.

6.1 Number and Qualification. The first Board of Directors shall consist of three (3) persons designated herein or appointed to replace them by the Declarant, subject to the rights of Members to elect directors as set forth in Section 6.2(b). During the period set forth in Section 6.2(a) (the "Control Period"), the Declarant shall have the right to appoint the members of the Board of Directors. Upon the expiration of the Control Period, the Board of Directors shall be composed of three (3) directors, a majority of whom shall be Members, and shall be persons other than a Declarant or affiliate of a Declarant. If the member is not a natural person, it may designate a natural person to act on its behalf. After expiration of the Control Period, the Declarant shall retain the right to appoint one director, and the remaining directors shall be elected by the Members.

6.2 Term of Office. The term of office of the members of the Board of Directors shall be as follows:

- a. The terms of all directors appointed by the Declarant as authorized by the Declaration shall terminate when the Control Period terminates. The Control Period terminates upon the earliest of the following: (i) voluntary surrender of control by Declarant, (ii) five (5) years following the date the of the first conveyance of a Unit to a Unit Owner other than Declarant; Or (iii) the date 60 days after conveyance of 75% of the Units to Unit Owners other than the Declarant.
- b. Notwithstanding the provisions of subsection a, not later than 60 days after conveyance of 50% of the Units that may be created to Unit Owners other than Declarant or an affiliate of Declarant, a meeting of the Unit Owners shall be held at which not less than 33-1/3% of the Members of the Board shall be elected by Unit Owners other than Declarant or an affiliate of a Declarant.
- c. The terms of office of all directors elected or appointed after expiration of the Control Period shall be two years and shall expire upon the election of a successor at a subsequent annual meeting of the Members; provided, that a director shall continue in office until a successor is elected. A number of nominees equal to the number of vacancies, and receiving the greatest numbers of votes, shall be elected, notwithstanding that one or more of them does not receive a majority of the votes cast. A director appointed or elected to fill an uncompleted term shall serve until the natural termination of that term, unless removed in accordance with the By-Laws. There shall be no cumulative voting for directors.

6.3 Initial Board of Directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of successors are:

NAME

ADDRESS

Michael M. Gorham

1877 Station Parkway NW
Andover, MN 55304

Thomas J. Budzynski

9100 Baltimore St. NE
Blaine, MN 55449

Marshall V. Pearson

650 Industry Avenue
Ramsey, MN 55303

**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 Street NE, 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 21 day of August, 2003.


Jill M. Presseller

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 02 2003


Secretary of State

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.

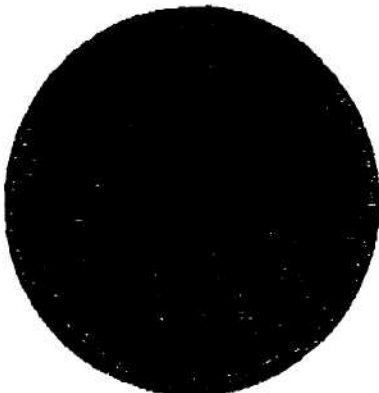
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Aspen Bay Homeowners Association

Corporate Charter Number: 611564-2

Chapter Formed Under: 317A

This certificate has been issued on 09/02/2003.



Mary Kiffmeyer
Secretary of State.