

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.

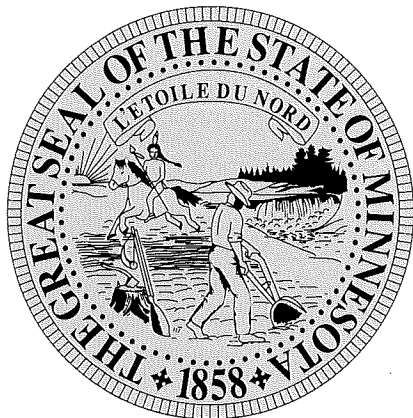
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Shadowbrook Homeowners Association

Corporate Charter Number: 1932875-2

Chapter Formed Under: 317A

This certificate has been issued on 07/14/2006.



Mary Kiffmeyer
Secretary of State.

**ARTICLES OF INCORPORATION
SHADOWBROOK
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 Shadowbrook 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 single family Lot owners in SHADOWBROOK, Hennepin County, Minnesota as described in the Declaration of Covenants, Conditions, Restrictions, Easements and Liens (the "Declaration") for Shadowbrook and such other Lots and owners as by amendment shall be added thereto, and for the purpose of owning, managing, and maintaining the common improvements described therein and such additional common improvements, if any, as shall henceforth be transferred to the Corporation and to perform other responsibilities as set forth in the Declaration. 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, the real estate and other property of the Corporation.
- b. To levy and collect assessments from the members and to use the proceeds thereof for the purposes as set forth in the Declaration.
- c. To carry insurance pertinent to the ownership, use and maintenance of the property as set forth by the Declaration, as well as on any personal property of the Corporation, exclusive of any coverage for contents and personal effects belonging to any of the members; to collect all premiums and charges for same from the members; and to use, reimburse, or expand the proceeds for the rebuilding, repair, renovation, rehabilitation, and/or replacement of any loss or damage to any of the above property, 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 concerning the use and enjoyment of the commonly owned property.
- f. To own, maintain and improve and to buy, sell, convey, assign, mortgage or lease real and personal property and with the assent of the members having seventy five percent (75%) of the votes of each class of membership to borrow money or issue evidences of indebtedness in furtherance of any or all of the within objects, and to secure the same by mortgages, pledge or other lien, subject to limitations and purposes set forth in the Declaration.
- g. 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.
- h. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the assent of two-thirds (2/3) of the votes of the membership.
- i. 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, place or display any political or political campaign signs on any common improvements owned or controlled by the Corporation, 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 20520 Keokuk Avenue, Suite 200, Lakeville, MN 55044.

ARTICLE VI INCORPORATORS

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

S. Todd Rapp
4686 Slater Road
Eagan, MN 55122

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 who 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 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.

**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 the special organizational meeting of the members described below, the initial Board of Directors shall consist of those persons whose name and address are as follows:

Name	Address
Matthew Weiland	20520 Keokuk Avenue, Suite 200 Lakeville, MN 55044
James R. Ottenstein	20520 Keokuk Avenue, Suite 200 Lakeville, MN 55044
David Yung	20520 Keokuk Avenue, Suite 200 Lakeville, MN 55044

The initial Directors shall serve for a term of three (3) years or until the elected Board of Directors consisting of three (3) persons is elected as provided below. Premiere Development, Inc.. in its capacity as Declarant under the Declaration shall have the authority to replace the initial Directors at its sole discretion. The term of the initial Directors shall terminate upon the earliest of (i) voluntary surrender of control by Declarant; (ii) an Association meeting which shall be held within 60 days after conveyance to Owners other than Declarant of seventy five percent (75%) of the total number of Lots authorized to be governed by the Declaration; or (iii) the date five (5) years following the date of the first residential occupancy of a Lot by an Owner other than Declarant. Before the date which is five (12) years after the residential occupancy of the first Lot, or at the time control of the Association is otherwise to be surrendered, 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 Directors.

**ARTICLE X
DISSOLUTION**

The Corporation may only be dissolved with the written consent of the members entitled to cast seventy five percent (75%) of the total votes outstanding. Written notice of a proposal to dissolve, setting forth the reasons therefore 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, both real and personal, 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.

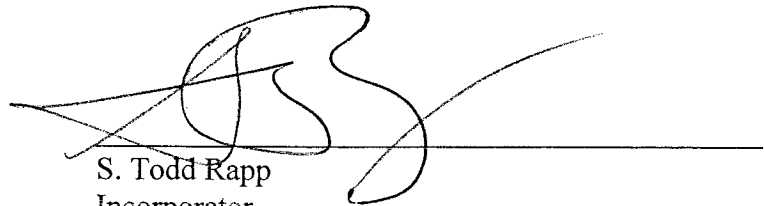
**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may only be amended with the assent of members entitled to cast seventy-five (75%) percent or more of the total number votes outstanding.

**ARTICLE XIII
NON-STOCK**

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

Dated: July 6, 2006



S. Todd Rapp
Incorporator