

1A-683

ARTICLES OF INCORPORATION
OF
THE MASTERS AT DEACON'S WALK ASSOCIATION

The undersigned, being of full age and for the purpose of formatting a nonprofit corporation under the provisions of Chapter 317A, Minnesota Statutes, the Minnesota Non-Profit Corporation Act, and laws amendatory thereof, does adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is The Masters at Deacon's Walk Association, hereinafter call the "Association."

ARTICLE II
LOCATION

The registered office of the Association is located at 10732 Hanson Boulevard N.W., Coon Rapids, Minnesota 55433.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The purposes and objects of the Association are to provide for and to administer the operation, management, maintenance and care of CIC Number 55, a Planned Community, The Masters at Deacon's Walk, (hereinafter call "The Masters") to be established in accordance with the Minnesota Common Interest Ownership Act, upon the following described real property lying and being in the City of Blaine, County of Anoka, State of Minnesota, described as follows, to-wit:

Lots 1 through 4, Block 1;
Lots 1 and 2, Block 2;
Outlot A;
TPC Fifth Addition,
Anoka County, Minnesota

together with any additions to said Planned Community made in compliance with the terms of its Declaration and to undertake the performance of the acts and duties incident to the administration of the operation and management of the Association in accordance with its terms, provisions, conditions and authorizations, as contained in these Articles of Incorporation and which may be contained in the Declaration establishing The Masters, as the same

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may be amended from time to time, which will be filed in the Office of the County Recorder in and for Anoka County, Minnesota at the time said real property and the improvements now or hereafter situated thereon, are submitted to a plan of Planned Community ownership, said Declaration being incorporated herein as if set forth at length; and to acquire, own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the operation, management, maintenance, improvement and care of the Common Elements, if any, within The Masters.

In the furtherance of the foregoing purposes, the Association shall have the power and authority to engage in any and all lawful activities that may be reasonably necessary in order to accomplish any of the foregoing purposes, and to do and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations under the laws of the State of Minnesota.

ARTICLE IV MEMBERSHIP

The membership of the Association shall consist of the owners (hereinafter called the "Lot Owners") of the lots (hereinafter called the "Lots") within The Masters at Deacon's Walk, Anoka County, Minnesota, as defined in and determined by the Declaration. Membership in the Association shall be appurtenant to, and shall not be separated from, Lot ownership in The Masters at Deacon's Walk. No property right inheres in membership and memberships are not transferable except in connection with the transfer by members of their respective Lots.

ARTICLE V VOTING RIGHTS

The votes to be exercised by the members of the Association shall be as allocated by the Declaration and the Bylaws of the Association to the Lots of voting purposes. All Lot Owners of Lots within The Masters at Deacon's Walk shall be members of the Association. Where there is more than one Lot Owner of a Lot, the vote allocated to that Lot in accordance with the Declaration shall be cast as the Lot Owners of such Lot among themselves may determine. Where there is more than one Lot Owner of a Lot, the Lot Owners of such Lot shall notify the Secretary of the Association in writing of the name of the Lot Owner who has been designated to cast the vote attributable to the Lot owned, on behalf of all of the Lot Owners of that Lot. Membership in the Association shall automatically pass when the ownership of a Lot is transferred in any manner. In each such event, written notice of the transfer shall be given to the Secretary of the Association.

ARTICLE VI
BOARD OF DIRECTORS

The management of the Association shall be vested in a Board of Directors. The first Board of Directors of the Association shall consist of three persons, whose names and addresses are:

Gary Gorham
10732 Hanson Boulevard NW
Coon Rapids, MN 55433

Chris Gorham
10732 Hanson Boulevard NW
Coon Rapids, MN 55433

Lisa DuFault
10732 Hanson Boulevard NW
Coon Rapids, MN 55433

Except as otherwise provided in the Bylaws of the Association, the terms of the first Board of Directors shall run until the fifth anniversary of the filing of these Articles of Incorporation. The number of directors, term of office, method of removal from office and method of the filling in vacancies in the Board of Directors shall be as provided in the Bylaws of the Association.

ARTICLE VII
DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by owners representing units to which at least eighty percent (80%) of the votes are allocated and eighty percent (80%) of the first mortgagees of units, (each mortgagee having one vote per unit financed). Upon dissolution, 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 or shall be distributed in accordance with any provision of laws of the State of Minnesota applicable to the Association.

ARTICLE VIII
DURATION

The corporation shall exist perpetually.

ARTICLE IX
AMENDMENTS

Amendment of these articles shall require the assent of sixty seven percent (67%) of the votes of the membership.

ARTICLE X
NON-PROFIT CORPORATION

The Association is organized as a nonprofit corporation. The Association 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 Association in any way inure to the private benefit of any such member, director, or officer of the Association, or to any private shareholder or individual within the meaning of Section 528(c)(1)(D) of the Internal Revenue Code, except that the Association shall be authorized to make reasonable allowance and payment for actual expenditures incurred or services rendered for or on behalf of the Association.

No substantial part of the activities of the Association shall constitute the carrying on of propaganda or of attempting to influence legislation, and the Association shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall the Association engage in any transaction or carry on any other activity not permitted to be carried on by a Planned Community 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 XI
CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE XII
PERSONAL LIABILITY

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

ARTICLE XIII
INCORPORATOR

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

Gary Gorham
10732 Hanson Boulevard NW
Coon Rapids, MN 55433

IN WITNESS WHEREOF, the purpose of forming this Corporation under the laws of the State of Minnesota, the undersigned

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constituting the incorporator of this Association, has executed
these Articles of Incorporation on this 15 day of December,
1998.

Gary Gorham
Gary Gorham

THIS INSTRUMENT DRAFTED BY:

RANDALL, DEHN & GOODRICH
2140 Fourth Avenue North
Anoka, Minnesota 55303
(612) 421-5424

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 18 1998

John Andrew Groves

Secretary of State

