



ARTICLES OF INCORPORATION
OF
TANA RIDGE HOMEOWNER'S ASSOCIATION

In compliance with the requirements of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, the undersigned, who is a resident 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 Tana Ridge Homeowner's Association hereinafter called the "Association".

ARTICLE II

Location

The registered office of the Association is located at 11255 North 50th Street, Lake Elmo, Minnesota 55042.

ARTICLE III

Registered Agent

William Zintl, whose address is 11255 North 50th Street, Lake Elmo, Minnesota 55042, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common area within that certain tract of property described as Lots 1 - 5, inclusive, Block 1; Lots 1 - 10, inclusive, Block 2; Lots 1 and 2, Block 3; Lot 1, Block 4; Lots 1 and 2, Block 5; and Outlots A - D, inclusive, all in Tana Ridge; and to promote the health, safety, and welfare of the residents within the above-described property and for this purpose 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 protective covenants and easements, 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, Washington 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 of, by any lawful means, 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 this 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 seventy-five percent (75%) or each class of 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 non-profit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of seventy-five percent (75%) of each class of 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 Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, (excluding contract sellers and including a place thereof their contract purchasers), shall be a member of the Association. The foregoing is intended to exclude persons or entities who hold an interest merely as security for the performance of an obligation until such time such person acquires a fee simple interest in such lot by foreclosure or by any proceeding in lieu thereof. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification for membership.

ARTICLE VI
Voting Rights

The Association shall not have or shall it issue any capital stock and may only have two (2) classes of voting membership:

(a) Class A. Class A members shall be all those owners as defined in Article 19 of the Declaration, with the exception of the Declarant. Each Class A member shall be entitled to one (1) vote for each lot in which he holds the interest required for membership by Article F. when more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one (1) vote be cast with respect to any lot.

(b) Class B. The Declarant shall be the sole Class B member and shall be entitled to three (3) votes for each lot owned. Class B membership shall cease and be converted to Class A membership upon the occurrence of the first of the following events:

(i) when the total number of votes outstanding in the Class A membership equals or exceeds the total number of votes outstanding in the Class B membership; or

(ii) on December 31, 2002.

The right of any member to vote and the right of any member, his family or guests to use any recreational facilities that may be acquired by the Association shall be suspended during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days from any infraction of any rules or regulations published by the Association.

ARTICLE VII
Board of Directors

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association until such time that there are Class A memberships. At such time that there are Class A memberships, a special meeting to elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years shall be held. At each annual meeting thereafter, the members shall elect a director or directors for the director or directors whose term is expiring. Cumulative voting shall not be allowed. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors at the first annual meeting are:

The Board of Directors of the Association shall fix the date of commencement and the amount of the assessment against each lot for each annual assessment period at least thirty (30) days in advance of such date of commencement of such period, and shall at that time prepare a roll of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any owners. Written notice of every assessment shall thereafter be sent to each owner subject to such assessments. The Association shall, upon demand and upon the payment of a reasonable charge, furnish a written certificate signed by an officer of the Association setting forth whether or not assessments upon particular lots have been paid. Such certificate shall be conclusive evidence of payment of any assessments therein stated to have been paid.

ARTICLE VIII Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of each class of members. upon dissolution of the Association, 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX Duration

The corporation shall exist perpetually.

ARTICLE X Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership except that amendment to Article VIII may only be affected with the assent of ninety percent (90%) of each class of members.

ARTICLE XI FHA/VA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration in the event FHA/VA Subdivision Approval has been obtained for all or any part of the Property subject to the Declaration: Annexation of additional properties, mergers and consolidations, dissolution and amendment of these articles.

ARTICLE XII

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

ARTICLE XIII

The corporation shall have no capital stock.

ARTICLE XIV

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

ARTICLE XV


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

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 this 30th day of Dec., 1999.

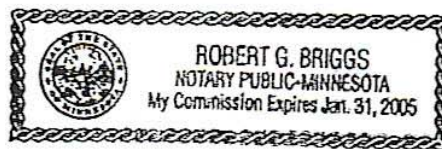

William Zintl

State of Minnesota)
) ss.
County of Washington)

The foregoing instrument was acknowledged before me this 30th day of Dec., 1999, by William Zintl.

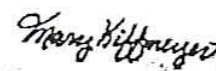

Notary Public

THIS INSTRUMENT DRAFTED BY:
Robert G. Briggs
Eckberg, Lammers, Briggs,
Wolff & Vierling
1835 Northwestern Avenue
Stillwater, MN 55082
(651) 439-2878



STATE OF MINNESOTA
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Secretary of State

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Cindy Koosmann
Registrar of Titles

By *Cindy Koosmann*

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Ret: Timothy Freeman
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1815 Northwestern
Ave
Stillwater
55082

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 11/21/00

Mary Hoffmeyer

Secretary of State



By

Linda Hawley