

ARTICLES OF INCORPORATION
OF
DUFFERIN PARK OWNER'S ASSOCIATION

In compliance with the requirements of Minnesota Statutes, Section 317A001, et seq., the undersigned, who is a resident of Minnesota and who is of full age, and has the purpose herein of forming a corporation not for profit, does hereby certify:

ARTICLE I
Definitions

The following definitions shall apply for the purpose of these Articles of Incorporation:

- A. **Dufferin Park**: The real property consisting of the plats of Timberline Ridge South 3rd Addition, Timberline Ridge South 4th Addition, Timberline Ridge South 5th Addition, Dufferin Park First Addition and additional platted tracts of Land within Registered Land Survey No. 142, Scott County, Minnesota, which the Developer may by subsequent recorded declarations elect to bring within the jurisdiction of the Association by means of separate declarations of covenants.
- B. **Developer**: South Oaks Savage General Partnership, a Minnesota general partnership.
- C. **Subdivision**: Each plat of real property which is now or hereafter a part of Dufferin Park
- D. **Lot**: Each legally platted lot within a Subdivision.
- E. **Common Area**: All real property or easement interests therein (including the improvements thereon) owned by the Association for the common use and enjoyment of the Owners and property the maintenance of which is specifically assumed by Developer or the Association pursuant to a Declaration.
- F. **Owner**: The record owner, whether one or more persons or entities, of a fee simple title to any Lot, including contract sellers.
- G. **Declarations**: Those declarations executed by the Developer for the purpose of bringing real property within Dufferin Park, as defined above.

ARTICLE II
Name

The name of the corporation is DUFFERIN PARK OWNER'S ASSOCIATION, hereafter called the "Association."

ARTICLE III
Registered Office

The registered office of the Association is located at 11000 West 78th Street, Suite 201, Eden Prairie, Minnesota 55344.

ARTICLE IV
Initial Registered Agent

Peter J. Gualtieri, whose address is 11000 West 78th Street, Suite 201, Eden Prairie, Minnesota 55334 is hereby appointed the initial registered agent of this Association.

ARTICLE V
Purpose and Powers of the Association

This Association does not have capital stock and does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within Dufferin Park and to promote the health, safety and welfare of the residents within Dufferin Park. For this purpose, 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 the Declarations, as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; 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 two-thirds (2/3) of 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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer:

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex residential property and Common Area in addition to the area described as Dufferin Park above, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of each class of voting membership (provided, however, that it shall be within the sole discretion of Developer whether to include within Dufferin Park additional tracts of land contained in Registered Land Survey No. 142);

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

ARTICLE VI

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within Dufferin Park, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII

Voting Rights

The Association shall have two classes of voting membership:

Class A, Class A members shall be all Owners, with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any LOT.

Class B. The Class B member shall be the Developer, and shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 1997.

ARTICLE VIII

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. 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 are:

| NAME | ADDRESS |
|--------------------|--|
| Peter J. Gualtieri | 11000 West 78th Street, Suite 201, Eden Prairie, Minnesota 55344 |
| Steven L. Wright | 11000 West 78th Street, Suite 201, Eden Prairie, Minnesota 55344 |
| Brian A. Wellman | 11000 West 78th Street, Suite 201, Eden Prairie, Minnesota 55344 |

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE IX
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 X
Duration

The corporation shall exist perpetually.

ARTICLE XI
Amendment

Amendment of these Articles shall require the assent of 75 percent (75%) of the votes of each class of voting membership.