

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, 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: Victoria Ponds Townhomes Association

Corporate Charter Number: 10-532

Chapter Formed Under: 317A

This certificate has been issued on 09/09/1996.



Joan Anderson Grove
Secretary of State.

10-532

ARTICLES OF INCORPORATION
OF
VICTORIA PONDS TOWNHOMES 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 himself for the purpose of forming a corporation not for profit, and does hereby certify:

ARTICLE I
Name

The name of the corporation is Victoria Ponds Townhomes Association, hereinafter called the "Association".

ARTICLE II
Location

The registered office of the Association is located at 3335 Pennsylvania Avenue North, Crystal, Minnesota, 55427.

ARTICLE III
Registered Agent

Scott V. Kevitt, whose address is 3335 Pennsylvania Avenue North, Crystal, Minnesota 55427, 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; is formed for the purpose of constituting and acting as the association of unit owners pursuant to the provisions of the Minnesota Common Interest Ownership Act, Minnesota Statutes Section 515B.1-101 through 515B.4-118 (the "Act") as amended (as a planned community and not as a condominium or cooperative) to be duly constituted under said Act upon certain land located in the City of St. Louis Park, Hennepin County, Minnesota; to provide for maintenance, preservation and architectural control of the residence lots and common elements; to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose; and 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 creating Victoria Ponds Townhomes, Common Interest Community Number 793, 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 Hennepin 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 creating Victoria Ponds, Common Interest Number 793.

ARTICLE VI
Board of Directors

The affairs of the Association shall be governed by a Board of Directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Scott V. Kevitt	3335 Pennsylvania Ave No Crystal, MN 55427
Richard Curry	3335 Pennsylvania Ave No Crystal, MN 55427
Ricky L. Habisch	3335 Pennsylvania Ave No Crystal, MN 55427

Additional directors shall be selected and serve in accordance with the By-Laws of the Association and as provided in the Declaration Creating Victoria Ponds, a Common Interest Community.

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.

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

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

