

ARTICLES OF INCORPORATION
OF
EARLEY LAKE OFFICE PARK ASSOCIATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Earley Lake Office Park Association (hereinafter called the "Association").

ARTICLE II

The Association is organized and shall be operated for the purpose of managing a Common Interest Community ("CIC") which is to be formed pursuant to the Minnesota Common Interest Ownership Act (the "Act"), upon certain land in the City of Burnsville, County of Dakota, and State of Minnesota, and legally described as set forth in the Declaration of Common Interest Community Number 558 for Earley Lake Office Park ("Declaration"), and such further properties as may be subjected to the Declaration of CIC for Earley Lake Office Park, in accordance with the terms thereof.

Such purposes shall include, but not be limited to the following:

- (a) To maintain, manage and administer the affairs and property of the Association, in accordance with the provisions of the Declaration and the Bylaws of the Association ("Bylaws");
- (b) To levy and collect assessments from the members of the Association and to use the proceeds thereof for the purposes of the CIC;
- (c) To contract for and employ persons, firms or corporations to assist in the management, operation, maintenance and administration of the CIC and the Association;
- (d) To make and enforce reasonable regulations concerning the use and enjoyment of the CIC;
- (e) To own, maintain and improve and to buy, sell, convey, assign, mortgage, lease or otherwise dispose of real and personal property and to borrow money or issue evidences of indebtedness in furtherance of any or all of the foregoing objects,

and to secure the same by mortgages, pledges, or other liens, subject to limitations contained in the Declaration or the Bylaws;

- (f) To perform any other matter required or permitted of it as administrator of the CIC under the Act, the Declaration, and the Bylaws; and
- (g) To exercise such other powers which are consistent with the foregoing purposes and which are afforded to the Association by the Minnesota Nonprofit Corporation Act, the Minnesota Common Interest Ownership Act and any further laws amendatory thereof and supplementary thereof.

ARTICLE III

This Association does not and shall not, incidentally or otherwise, afford pecuniary gain to, nor shall any part of the net earnings of the Association inure to the private benefit of its members, directors or officers; provided, however, that the Association may pay to its members, directors, and officers out-of-pocket expenses incurred in the performance of their duties, and may lease and purchase from, sell to and otherwise deal with, its members, directors, officers and others in real and personal property situated in Dakota County, Minnesota and may hire members to perform professional services, and shall have the power to own encumber and sell units within the CIC.

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 the 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 CIC 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

The period of duration of this Association shall be perpetual.

ARTICLE V

The registered office of this Association in the State of Minnesota shall be located at 13608 Sunset Hill Drive, Burnsville, MN 55337.

ARTICLE VI

Voluntary dissolution shall require the approval of (i) the holders of sixty-seven percent (67%) of the vote of the Unit Owners (as defined in the Declaration) and (ii) sixty-seven percent (67%) of the holders of the first mortgages covering Units (as defined in the Declaration) within the CIC. Upon the dissolution of the Association, its assets, both real and personal, shall be distributed to the members and mortgagees of Units as required by the Declaration and the Act.

ARTICLE VII

The name and address of the incorporator, who is a natural person of full age, is:

<u>NAME</u>	<u>ADDRESS</u>
Nancy T. Polomis	Hellmuth & Johnson, PLLC 10400 Viking Drive, Suite 500 Eden Prairie, MN 55344

ARTICLE VIII

- (a) The first Board of Directors of this Association shall consist of three (3) persons; and the name and address of each of them are:

<u>NAME</u>	<u>ADDRESS</u>
Todd Johnson	13608 Sunset Hill Drive Burnsville, MN 55337
Dan Huntington	13608 Sunset Hill Drive Burnsville, MN 55337
John Kuntz	13608 Sunset Hill Drive Burnsville, MN 55337

- (b) The term of office of the first Board of Directors shall continue until the first annual meeting of the members which shall be held not later than the first anniversary of the date of recording the Declaration. The Board of Directors elected at the first annual meeting, and therefore, shall be composed of no fewer than three (3) nor more than five (5) persons; provided, however, that the number of Directors shall always be an odd number. Notwithstanding any provision contained in this Article VIII, Directors shall be elected in the manner and at the times provided under the reservation of Declarant Control set forth in Section 4.5 of the Declaration and Section 515B.3-103 of the Act.

ARTICLE IX

Members, directors and officers of the Association shall not be personally liable to any extent whatsoever for obligations of the Association.

