

*LN 724*

ARTICLES OF INCORPORATION

OF

THE WOODLANDS OF LIVONIA HOMEOWNERS ASSOCIATION

The undersigned, being of full age, for the purpose of forming a non-profit corporation under Chapter 317A of the Minnesota Statutes, as amended, hereby associate ourselves as a body corporate and adopt these Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be THE WOODLANDS OF LIVONIA HOMEOWNERS ASSOCIATION. There shall be no corporate seal.

ARTICLE II

Registered Office

The registered office of THE WOODLANDS OF LIVONIA HOMEOWNERS ASSOCIATION shall be located at 401 North Third Street, Minneapolis, Minnesota 55401.

ARTICLE III

Purpose and Powers of the Association

The purposes of The Woodlands of Livonia Homeowners Association are: to provide for improvement and maintenance of the Common Property located within The Woodlands and to promote the recreation, health, safety and welfare of the residents within The Woodlands.

To accomplish the foregoing purposes, The Woodlands of Livonia Homeowners Association, shall have the following powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of The Woodlands of Livonia Homeowners Association, as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", 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) To fix, levy, collect and enforce payment 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 the business of The Woodlands of Livonia

Homeowners Association, including all licenses, taxes or governmental charges levied or imposed against the property of The Woodlands of Livonia Homeowners Association;

- (c) To 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 Woodlands of Livonia Homeowners Association;
- (d) To borrow money, and with the assent of members holding two-thirds (2/3) of the votes in each class of voting membership 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) To dedicate, sell or transfer all or any part of the Common Area of The Woodlands of Livonia to any public agency, authority, or utility for such purposes and subject to such conditions as The Woodlands of Livonia Homeowners Association, shall deem appropriate. No such dedication or transfer shall be effective unless an instrument directing such dedication, sale or transfer has been signed by members holding two-thirds (2/3) of the votes in each class of voting membership;
- (f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assents of members holding two-thirds (2/3) of the votes in each class of voting membership;
- (g) To 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 IV

##### No Pecuniary Gain to Members

Each owner of a Lot which is subject to assessment by the Association shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of such Lot.

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of one or more Lots, except Zimwood, LLC (the "Declarant"). Each Class A member shall be entitled to one vote for each Lot owned by him. When more than one person own any Lot, all such persons, shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot.

Class B. The Class B members shall be Zimwood, LLC, its successors and assigns, the Declarant. The Class B members shall be entitled to three votes for each Lot owned by them which is shown on a development plan which has been approved by the Township of Livonia or Orrock and shown on Plat or Plats subject to the Declaration. Upon completion of the purchase of a Lot from Declarant and construction of a residence thereon, the owner of such Lot shall be entitled to vote as a Class A member and the Class B members shall no longer be entitled to any votes with respect to that Lot.

The Class B member shall cease when Class A memberships on each Lot have been established for all property now and hereafter subject to the Declaration.

#### ARTICLE VI

##### Board of Directors

The affairs of The Woodlands of Livonia Homeowners Association shall be managed by a Board of Directors. The number of directors shall be prescribed in the Bylaws of The Woodlands of Livonia Homeowners Association. The initial Board of Directors shall consist of three (3) directors, each of whom shall continue in office until the first meeting of the members and until his successor is elected and qualified. The names and addresses of the members of the first Board of Directors are as follows:

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| Gordon C. Cremers | c/o Zimwood, LLC.<br>401 North Third Street<br>Minneapolis, MN. 55401 |
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| Charles Cremers | c/o Zimwood, LLC.<br>401 North Third Street<br>Minneapolis, MN. 55401 |
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| Joan B. Cremers | c/o Zimwood, LLC.<br>401 North Third Street<br>Minneapolis, MN. 55401 |
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ARTICLE VIIDissolution

The Association may be dissolved with the assent given in writing and signed by members holding not less than two-thirds (2/3) of the votes in each class of voting membership. 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 is created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIIIDuration

The duration of The Woodlands of Livonia Homeowners Association shall be perpetual.

ARTICLE IXIncorporators

The following persons constitutes the incorporators who are forming The Woodlands of Livonia Homeowners Association:

|                 |   |
|-----------------|---|
| Charles Cremers | c/o Zimwood, LLC.<br>401 North Third Street<br>Minneapolis, MN. 55401   |
| John R. Gries   | Gries & Lenhardt, P.L.L.P.<br>100 East Central<br>St. Michael, MN 55376 |

ARTICLE XCapital Stock

The Woodlands of Livonia Homeowners Association shall have no capital stock.

ARTICLE XIPersonal Liability of Members

The members of The Woodlands of Livonia Homeowners Association



State of Minnesota

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**SECRETARY OF STATE**

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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: THE WOODLANDS OF LIVONIA HOMEOWNERS ASSOCIATION

Corporate Charter Number: 1N-124

Chapter Formed Under: 317A

This certificate has been issued on 11/07/1995.



*Joan Anderson Grove*  
Secretary of State.