

T-259

ARTICLES OF INCORPORATION
OF
EVERGREEN HOME OWNERS ASSOCIATION

We, the undersigned, being of legal age, for the purpose of forming a non-profit corporation under Chapter 317 of Minnesota Statutes, as amended, and in compliance with the requirements thereof, do hereby voluntarily associate ourselves as a body corporate, not for profit, but for the purposes herein conferred and adopt these Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation shall be Evergreen Home Owners Association.

ARTICLE II.

REGISTERED OFFICE

The registered office of the corporation shall be: 118 South Fuller Street, Shakopee, Minnesota, 55379.

ARTICLE III.

PURPOSES AND AUTHORITY

This corporation is formed generally for civic, recreational, social and community welfare purposes, and specifically for the purposes of constituting and acting as an association of the owners of lots in that certain platted subdivision situated in Scott County, Minnesota, and more particularly described as:

- Lots 1 through 4, inclusive, Block 1;
- Lots 1 through 4, inclusive, Block 2;
- Lots 1 through 4, inclusive, Block 3;
- Lots 1 through 4, inclusive, Block 4;
- Lots 1 through 4, inclusive, Block 5; and
- Outlot A; all in Minnesota Valley 4th Addition, according to the plat thereof on file and of record in the office of the Registrar of Titles in and for said county and state.

All of which is being developed by Renden Development, a Minnesota partnership, as a multi-family development, and for the purposes of managing, maintaining, repairing, replacing and operating certain buildings and facilities located thereon, and any additions thereto as may be made in accordance with the Declaration hereinafter referred to, all for the preservation of the value and amenities of said multi-family development and common areas and such additions as may be made thereto as provided in said Declaration, and in fulfillment of such purposes, the corporation 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 described in that certain Declaration of Covenants, Conditions and Restrictions herein referred to as the "Declaration," applicable to the aforementioned property and recorded or to be recorded in the office of the Registrar of Titles, Scott County, Minnesota, and as the same may be amended from time to time as therein provided;
- (b) Fix, levy, collect and enforce the 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 the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the aforementioned 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 the members having seventy-five (75%) percent of the votes of each class of 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) Dedicate, sell or transfer all or any part of the Common Areas 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 three-fourths (3/4) 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, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class members;
- (g) Provide garbage and trash collection;
- (h) Enforce provisions of the Declaration, By-Laws and any and all other covenants, conditions or restrictions applicable to the aforementioned property;
- (i) Insofar as permitted by the laws of the State of Minnesota, and consistent with the provisions and purposes hereof and of the Declaration, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the members, including cooperative developments or undertakings with adjacent properties.

ARTICLE IV.

NO PECUNIARY GAIN TO MEMBERS

The corporation does not and shall not afford pecuniary gain, incidentally or otherwise, to its members. None of its members shall be personally liable for

corporate debt. Members shall, however, be liable to the corporation for the assessments as specified in the Declaration.

ARTICLE V.

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee simple interest, including contract vendors, in any lot which is subject to assessment, pursuant to the Declaration, by the corporation, shall be a member of the corporation. The foregoing is intended to exclude persons or entities who hold an interest in any lot merely as security for the performance of any obligation. Membership in the corporation shall be appurtenant to and may not be separated from the above-described ownership interest in each such lot.

ARTICLE VI.

VOTING RIGHTS

The corporation shall not have capital stock, but shall have two classes of voting membership:

Class A: All members described in Article V hereinabove, with the exception of Renden Development and its successors and assigns, shall be Class A members and shall be entitled to one vote for each lot owned. When more than one person holds the interest in a lot required by Article V for membership, all such persons shall be members but the vote for such lot shall be exercised as they among themselves shall determine; subject, however, to limitation that no more than one vote may be cast with respect to any lot and the further limitation that no vote may be split. The vote for any lot which is owned by more than one member may not be cast at any meeting unless such members have filed with the Secretary of the corporation prior to such meeting the name of one of their number who shall then be the only person authorized to cast such vote at such meeting. In lieu of such filing prior to every meeting, such members may file, as aforesaid, a document executed by all of them, designating one of their number as the person authorized

to cast their vote at all future meetings and such authorization shall continue to be valid until such time as authorization shall have been rescinded in writing by all of such members.

Class B: The Class B members shall be Renden Development and its successors and assigns, which shall be entitled to three (3) votes for each lot owned. Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

- (a) When the total number of votes outstanding among the Class A members equals or exceeds the total number of votes outstanding among the Class B member or members; or
- (b) On December 31, 1984.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors consisting of five (5) Directors, or such other number of Directors as may be determined in accordance with the By-Laws. Until the first full Board of Directors consisting of five (5) members shall have been elected at the hereinafter described special organizational meeting of the members, the first and interim Board of Directors shall consist of three (3) Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Gary L. Laurent	2103 Bridge Crossing Shakopee, Minnesota 55379
Randolph Laurent	2513 Brenner Lane Shakopee, Minnesota 55379
Sara Laurent	2103 Bridge Crossing Shakopee, Minnesota 55379

Within ninety (90) days after the conveyance of the first lot from Renden Development or its successors or assigns, to an owner, a special organizational meeting of the members shall be held to elect the first full Board of Directors consisting of

five (5) persons. At such organizational meeting, the members shall 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; and at each annual meeting thereafter the members shall elect any new members to the Board of Directors for a term of two (2) years.

ARTICLE VIII

DURATION

The duration of the corporation shall be perpetual.

ARTICLE IX.

DISSOLUTION

The corporation may only be dissolved with the written consent of the members entitled to cast two-thirds (2/3) of the votes outstanding in each class of membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of its assets (which shall be consistent with Article X hereof) shall be mailed to every member at least ninety (90) days prior to any meeting at which such dissolution shall be voted upon.

ARTICLE X.

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, all of its property and assets, both real and personal, including, but not limited to, sewer and water lines, shall first be dedicated or transferred to an appropriate municipality, public agency or utility, or if such transfer or dedication be refused, such assets shall then be granted, conveyed and assigned to any nonprofit corporation, association, trust or other entity, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No disposition of the assets of the corporation shall be effective to divest or diminish any vested right or title of any member in any such assets arising under recorded covenants and deeds applicable to such assets unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XI.

AMENDMENTS

These Articles of Incorporation may only be amended with the assent of members entitled to cast seventy-five (75%) percent or more of the total number votes outstanding in both classes of membership.

ARTICLE XII.

INCORPORATORS

The following persons constitute the incorporators who are forming the corporation:

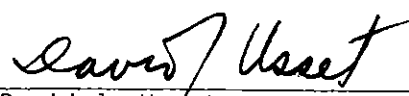
<u>Name</u>	<u>Address</u>
David J. Usset	3400 West 66th Street Minneapolis, Minnesota, 55435
Thomas L. Steffens	3400 West 66th Street Minneapolis, Minnesota, 55435
Gregory L. Rothnem	3400 West 66th Street Minneapolis, Minnesota, 55435

ARTICLE XIII.

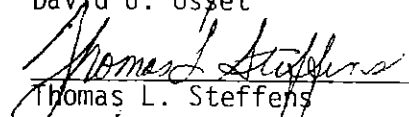
FHA/VA APPROVAL

As long as there is a Class B membership, any of the following actions involving the corporation or its assets will require the prior approval of the Federal Housing Administration and the Veteran's Administration: Annexation of additional properties, mergers and consolidation, mortgaging of the Common Areas, dedication of the Common Areas, dissolution and amendment of these Articles.

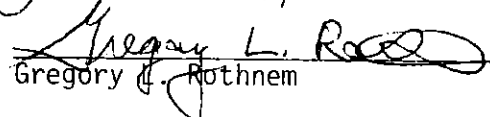
IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this 22nd day of December, 1980.



 David J. Usset



 Thomas L. Steffens



 Gregory L. Rothnem

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 14th day of December, 1980, before me, a notary public, in and for said county and state, personally appeared David J. Usset, Thomas L. Steffens, and Gregory L. Rothnem, to me known to be the persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed, for the uses and purposes therein expressed.

Barbara R. Kirchgasler
Notary Public

Office of County Recorder ss.
Scott County, Minn.

I hereby certify that the within instrument was filed in this office for record on the 14 day of Jan A.D. 19 81 at 8:00 o'clock AM and duly recorded as 179643 Document No.

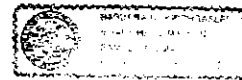
Paul W. Wermerske
County Recorder

by P. Boeckman deputy

This document is recorded in Abstract Property only and is specifically not filed in Registered Property by the Registrar of Titles

Paul W. Wermerske

800 David J. Usset
Suite 200
3400 West 66th St
Mpls. MN 55425



STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 24 day of Dec A. D. 19 80, at 4:30 o'clock P. M., and was duly recorded in Book E-54 of Incorporations, on page 819
Jean Anderson Grove
Secretary of State

107.10
50
10.

22455

Document No. _____ File 4179
Volume 42 Page 203 Certificate 12956 +

Office of Registrar of Titles
Scott County, Minnesota

I hereby certify that the within instrument
was filed in this office for record on
the 19 day of Feb AD
19 81 at 11:50 o'clock AM

Paul W. Wermersbacher
Registrar of Title
By P. Boeckman Deputy

Renden Des
Lake Superior, Minn

115.50 cash

.50 copy

1.60 xerox

117.60
pd

VOL	PAGE	CERT.
42	304	12957
42	305	12958
42	306	12959
42	307	12960
42	308	12961
42	309	12962
42	310	12963
42	311	12964
42	312	12965
42	313	12966
42	314	12967
42	315	12968
42	316	12969
42	317	12970
42	318	12971
42	319	12972
42	320	12973
43	1	12974
43	2	12975
43	3	12976

**Amended By-Laws
Evergreen Homeowners Association**

Said By-Laws are hereby amended in the following respects:

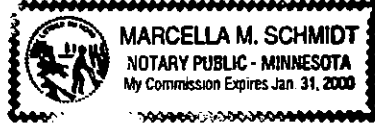
1. Within Article VI, Section 2, Paragraph (e) is hereby amended to read as follows:
 - (e) To procure and maintain adequate insurance for the real property comprising the Lots and all buildings, including fixtures attached thereto, comprising the Living Units and garages against loss or damage by fire and such other hazards as are covered under standard extended coverage provisions. Such insurance coverage shall be written on the property in the name of, and the proceeds thereof shall be payable to, the Association. Premiums shall be common expenses. Said insurance shall be in addition to any other policies of insurance required, or made optional, by the Articles of Incorporation, the Declaration of Covenants, or these amended By-Laws. Provisions for such insurance shall be without prejudice to the right of each Owner to insure that Owner's Lot, Living Unit and garage for that Owner's benefit.

These Amended By-Laws shall become effective as of such date of the first regular meeting of the Evergreen Homeowners Association at which a quorum of 1/10 of the Members is present and the majority of said quorum votes in favor of the above amendments.

Amendment voted on this 13th day of May, 1997.

STATE OF MINNESOTA)
) ss.
COUNTY OF SCOTT)

The foregoing instrument was acknowledged before me by Gerald Olson on this 13th day of May, 1997.

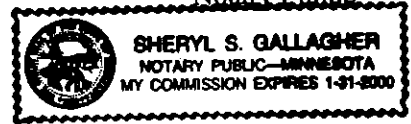


Marcella Schmidt
Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF SCOTT)

The foregoing instrument was acknowledge before me by Marcella Schmidt on this 13th day of May, 1997.

Sheryl S. Gallagher
Notary Public



CERTIFICATION

I, the undersigned do hereby certify:

THAT I am the duly elected and acting secretary of the Evergreen Home Owners Association, a Minnesota corporation; and,

THAT the foregoing Amendment to the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 13th day of May, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my and affixed the seal of said Association this 13th day of May, 1997.

(no seal)

Marcella Schmidt
Marcella Schmidt
Secretary