

**ARTICLES OF INCORPORATION OF
THE GARDENWOOD MASTER ASSOCIATION, INC.**

The undersigned, being of full age, for the purpose of organizing a non-profit corporation under the Minnesota Non-profit Corporation Act, Minnesota Statutes Chapter 317A, and acts amendatory thereof (the “**Act**”), does hereby adopt, sign and acknowledge the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is The Gardenwood Master Association.

ARTICLE II

Purposes and Powers

The Gardenwood Master Association (the “**Master Association**”) has been organized for the purpose of undertaking the performance of the acts and duties incident to the administration, operation, and management of the Master Association, including:

- a. Operating, maintaining and repairing certain common elements owned by the Master Association located within the plat of Gardenwood, which is located in the City of Blaine, Anoka County, Minnesota (collectively, the “**Master Association Common Elements**”), for the benefit of the members of the Master Association: The Villas at Gardenwood Owners Association, The Single Family Homes at Gardenwood Owners Association, and an owners’ association for a condominium to be created in the future to be known as The Townhomes at Gardenwood Association (each, a “**Community Association**,” and collectively, the “**Community Associations**”).
- b. Carrying out the duties of the Master Association described in the document entitled *Master Declaration for Gardenwood* dated _____, 2006 (the “**Master Declaration**”), the bylaws adopted by the Master Association (the “**Master Bylaws**”), these Articles and the Minnesota Common Interest Ownership Act (“**MCIOA**”). For purposes of these Articles, the Master Declaration, Master Bylaws, and these Articles will sometimes collectively be referred to as the “**Master Governing Documents**.”
- c. Enforcing the covenants and easements contained in the declarations creating The Villas at Gardenwood and The Single Family Homes at Gardenwood, and, when recorded, the declaration creating The Townhomes at Gardenwood (each, a “**Community**,” and

collectively, the “**Communities**”), and the articles of incorporation and bylaws of each Community Association. For purposes of these Articles, the declaration for each Community, and the bylaws, and articles of incorporation for each Community Association shall be collectively referred to as the “**Community Governing Documents**” for that Community.

The Master Association shall have the power and authority to engage in any and all lawful activities that may be reasonably necessary or appropriate in order to accomplish any of the foregoing purposes, and to do and exercise all other powers and authority now or hereafter conferred upon non-profit corporations under the Act or other applicable laws of the State of Minnesota. Such powers shall include, but not be limited to, incurring expenses, levying and collecting general and special assessments, establishing and maintaining reserve funds, adopting reasonable rules and regulations, obtaining insurance, instituting, defending, or intervening in litigation or administrative proceedings, and acquiring, owning, operating, leasing, selling, trading, encumbering, and otherwise dealing with any property, real or personal, that may be owned from time to time by the Master Association in connection with the administration, operation, management, maintenance, improvement and care of the property that is from time to time subject to the Master Declaration (the “**Property**”).

ARTICLE III

No Pecuniary Gain

The Master Association is organized as a non-profit corporation. The Master Association shall in no way, directly or indirectly, incidentally or otherwise, afford pecuniary gain to any of its members, directors, or officers nor shall any part of the net earnings of the Master Association in any way inure to the private benefit of any such member, director, or officer of the Master Association or to any private shareholder or individual within the meaning of Section 528(c)(1)(D) of the Internal Revenue Code, except that the Master Association shall be authorized to make reasonable allowance and payment for actual expenditures incurred or services rendered for or on behalf of the Master Association.

No substantial part of the activities of the Master Association shall constitute the carrying on of legislative lobbying or of otherwise attempting to influence legislation, and the Master Association shall not participate or intervene in any political campaign on behalf of any candidate for public office nor shall the Master Association engage in any transaction or carry on any other activity not permitted to be carried on by a common interest community management association exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Duration

The duration of the corporate existence of the Master Association shall be perpetual.

ARTICLE V

Registered Office

The location of the registered office of the Master Association shall be:

The Gardenwood Master Association
c/o Sienna Corporation
4940 Viking Drive
Suite 608
Minneapolis, MN 55435

ARTICLE VI

Incorporator

The name and address of the incorporator of the Master Association is as follows:

<u>Name</u>	<u>Address</u>
Larry J. Berg	Fredrikson & Byron, P. A. 200 South Sixth Street. Suite 4000 Minneapolis, Minnesota 55402

ARTICLE VII

First Directors

A. The number of directors constituting the first Board of Directors of the Master Association (the “**Master Board**”) is three (3), their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Bruce G. Nimmer	c/o Sienna Corporation 4940 Viking Drive Suite 608 Minneapolis, MN 55435
John Hankinson	c/o Sienna Corporation 4940 Viking Drive Suite 608 Minneapolis, MN 55435

Rodney D. Hardy

c/o Sienna Corporation
4940 Viking Drive
Suite 608
Minneapolis, MN 55435

B. The first directors shall serve until the first annual meeting of the members of the Master Association after the period of Master Declarant's Control ends or until their successors have been appointed by the Declarant under the Master Declaration. Until the Period of "**Master Developer Control**" provided for in the Master Declaration expires, the Master Developer shall have the right to appoint the Master Board.

ARTICLE VIII

Directors Following Expiration of the Period of Master Developer Control

Not later than the expiration of the Period of Master Developer Control, there shall be one director for each Community in the Property. To the extent provided for in the Bylaws of the Master Association, there may be additional "at-large" directors. Election of the Master Board shall be accomplished in accordance with the provisions of the Master Bylaws.

ARTICLE IX

No Stock

The Master Association is organized upon a non-stock basis.

ARTICLE X

Members

The membership of the Master Association shall consist of each of the three Community Associations described above. Membership in the Master Association is not severable from the Community Associations.

ARTICLE XI

No Personal Liability

No Member, Director, Officer, or committee member of the Master Association shall have any personal liability for any obligation or official act of the Master Association.

ARTICLE XII

Amendments

These Articles may be amended as provided by the Act.

IN WITNESS, the undersigned has signed these Articles effective as of _____, 2006.

Larry J. Berg

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