

**ARTICLES OF INCORPORATION
OF
THE SINGLE FAMILY HOMES AT GARDENWOOD OWNERS ASSOCIATION**

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 in amendment thereof (collectively, the “**Non-Profit Corporation Act**”), does hereby adopt, sign and acknowledge the following Articles of Incorporation of The Single Family Homes at Gardenwood Owners Association.

ARTICLE I

Name

The name of this corporation is The Single Family Homes at Gardenwood Owners Association.

ARTICLE II

Purposes and Powers

The purposes and objectives of The Single Family Homes at Gardenwood Owners Association (the “**Association**”) are to:

- a. Provide for and administer the operation and management of The Single Family Homes at Gardenwood, a permanent residential community comprised of detached single-family homes and related facilities to be developed upon certain land located in Anoka County, Minnesota, more fully described in the Declaration for the Single Family Homes at Gardenwood (the “**Declaration**”), which will be filed in the office of the County Recorder of Anoka County, Minnesota, and any amendments thereto.
- b. Undertake the performance of the acts and duties incident to the administration, operation, and management of the Association in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation or the Declaration.
- c. Acquire, own, operate, lease, sell, trade, encumber, and otherwise deal with any property, real or personal, that may be owned from time to time by the Association in connection with the administration, operation, management, maintenance, improvement and care of the property subject to the Declaration.

In furtherance of the foregoing purposes, the 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 objectives and to do and exercise all other powers and authority now or hereafter conferred upon non-profit corporations under the Non-Profit

Corporation Act or other applicable laws of the State of Minnesota. Such purposes and powers shall include, but not be limited to, the following:

1. Managing, and administering the affairs of the Association;
2. Levying and collecting assessments from the members of the Association and using the proceeds thereof for the purposes and objectives of the Association as an association of owners (“**Owners**”) of the lots (the “**Lots**”) within the property comprising The Single Family Homes at Gardenwood;
3. Carrying insurance pertinent to the purposes and powers of the Association, including insurance in connection with any property owned or operated by the Association; collecting all premiums and charges for such insurance from the members of the Association; and using, reimbursing, or expending the proceeds as provided for in the Declaration, or the “**Bylaws**” of the Association;
4. Contracting for and employing persons, firms, or corporations to assist in the management, operation, and administration of the Association;
5. Making and enforcing reasonable and non-discriminatory rules and regulations concerning the use and enjoyment of the property from time to time subject to the Declaration;
6. In general, entering into any kind of activity, making and performing any contract, and exercising all powers necessary, incidental to or convenient for the administration, management, maintenance, repair, replacement and operation of the property subject to the Declaration and to the accomplishment of any of the purposes thereof, including anything required of or permitted to it as administrator of The Single Family Homes at Gardenwood by the Declaration or the Bylaws, as amended from time to time;
7. Exercising such other powers that are consistent with the foregoing purposes and powers which are available under the Minnesota Non-Profit Corporation Act or that would generally be available to associations of unit owners under the Minnesota Common Interest Ownership Act (“**MCIOA**”), even though The Single Family Homes at Gardenwood will be exempt from MCIOA pursuant to the provisions of Section 515B.1-102 (e) thereof.

ARTICLE III

No Pecuniary Gain

The Association is organized as a non-profit corporation. The 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 Association in any way inure to the private benefit of any such member, director, or officer of the 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 Association shall be authorized to make reasonable allowance and payment for actual expenditures incurred or services rendered for or on behalf of the Association.

No substantial part of the activities of the Association shall constitute the carrying on of legislative lobbying or of otherwise attempting to influence legislation, and the Association shall not participate or intervene in any 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 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 Association shall be perpetual.

ARTICLE V

Registered Office

The location of the registered office of the Association is presently is:

The Single Family Homes at Gardenwood Owners 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 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 is three, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
John Vogelbacher	Sienna Corporation 4940 Viking Drive Suite 608 Minneapolis, MN 55435
_____	Sienna Corporation 4940 Viking Drive Suite 608 Minneapolis, MN 55435
_____	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 Association or until their successors have been duly elected and qualified.

ARTICLE VIII

No Stock

The Association is organized upon a non-stock basis.

ARTICLE IX

Members

The membership of the Association shall consist of the Owners of the Lots within the property subject to the Declaration. Membership in the Association shall be appurtenant to, and shall not be separated from, Ownership of a Lot in the property subject to the Declaration. No property right inheres in membership and memberships are not transferable except in connection with the transfer by members of the Association of their respective Lots. The votes to be exercised by the members of the Association shall be as allocated to the Lots by the Declaration and the Bylaws of the Association for voting purposes. All Owners of Lots within property subject to the Declaration shall be members of the Association. Where there is more than one Owner of a Lot, the vote allocated to the Lot in accordance with the Declaration shall be cast as the Owners of such Lot

among themselves may determine. Where there is more than one Owner of a Lot, the Owners of such Lot shall notify the secretary of the Association in writing of the name of the Owner who has been designated to cast the vote allocated to the Lot owned, on behalf of all of the Owners of that Lot. Membership in the Association shall automatically pass when the ownership of a Lot is transferred in any manner. In each such event, written notice of the transfer shall be given to the Secretary of the Association. Sienna Corporation, a Minnesota corporation, the party named as Declarant in the Declaration, has reserved certain rights during the Development and Sale Period, as defined in the Declaration, including, but not limited to, the right to appoint the members of the Board of Directors, subject to the conditions and limitations described in the Declaration.

ARTICLE X

No Personal Liability

No Member, Director or Officer of the Association shall have any personal liability for any obligation of the Association.

ARTICLE XI

Amendments

These Articles may be amended as provided by the Minnesota Non-Profit Corporation Act, except that the registered office of the Association may be changed by the Board of Directors by filing a Certificate of Change of Registered Office in accordance with applicable law.

IN WITNESS, the undersigned has set his hand this _____ day of September, 2005.

Larry J. Berg

This instrument was drafted by:
Fredrikson & Byron, P.A. (LJB)
200 South Sixth Street
Suite 4000
Minneapolis, Minnesota 55402

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