

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, 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.

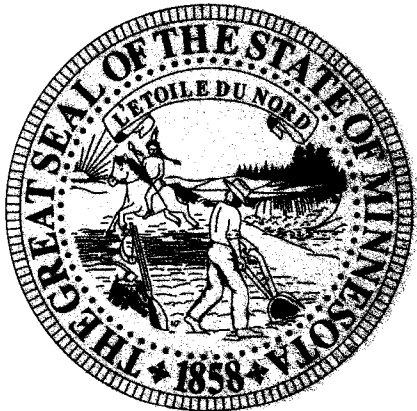
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Sunrise Ponds Homeowners' Association

Corporate Charter Number: 2099179-2

Chapter Formed Under: 317A

This certificate has been issued on 11/16/2006.



Mary Kiffmeyer
Secretary of State.

NP-OR

ARTICLES OF INCORPORATION
OF
SUNRISE PONDS HOMEOWNERS' 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 Sunrise Ponds Homeowners' Association (hereinafter called the "Association").

ARTICLE II

The Association is organized and shall be operated for the purpose of managing a townhome association, upon certain land in the City of Farmington, County of Dakota, and State of Minnesota, in a subdivision named Sunrise Ponds, 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 for Sunrise Ponds ("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 Association;
- (c) To contract for and employ persons, firms or corporations to assist in the management, operation, maintenance and administration of the Association;
- (d) To make and enforce reasonable regulations concerning the use and enjoyment of the Association;
- (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 Association; 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, 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 situations 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 Association.

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 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 17645 Juniper Path, Lakeville MN 55044.

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); (ii) sixty-seven percent (67%) of the holders of the first mortgages covering Units (as defined in the Declaration) within the CIC; (iii) the Department of Housing & Urban Development (HUD) during the period of Declarant Control; and (iv) the Department of Veterans Affairs (VA) during the period of Declarant Control. However, as to the approvals of HUD and VA, they shall only be required if Declarant elects to have the subject real estate qualified for FHA or VA financing. 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:

Richard K. Hocking	10657 165 th St
	Lakeville MN 55044

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:

M. William Johnson	17645 Juniper Path
	Lakeville MN 55044

Erin Houck	17645 Juniper Path
	Lakeville MN 55044

Bryan Wolfe	17645 Juniper Path
	Lakeville MN 55044

- (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, shall be composed of no fewer than three (3) nor more than seven (7) persons; provided, however, that the number of Directors shall always be an odd number.

ARTICLE IX

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

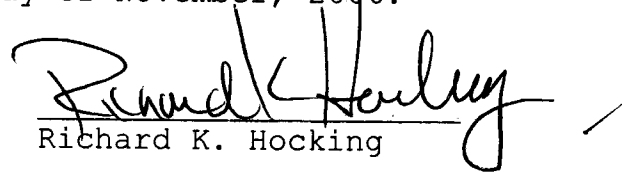
ARTICLE X

The Association shall have no capital stock, either authorized or issued, nor shall it have a corporate seal.


ARTICLE XI

These Articles may be amended only by (i) a vote of the holders of at least sixty-seven percent (67%) of the vote as shown in Exhibit A to the Declaration; (ii) written consent of HUD and the VA during the period of Declarant Control, but only if Declarant subjects the real property to FHA/VA mortgage loans; provided that any amendments affecting the matters described in Articles XVI and XVIII of the Declaration must also have the prior written consent required by those Articles.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 13 day of November, 2006.


Richard K. Hocking

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

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Secretary of State