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ARTICLES OF INCORPORATION
OF
NORTHFORK HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, being a natural person more than 18 years of age, hereby adopts these Articles of Incorporation for the purpose of organizing a nonprofit corporation under Chapter 317 of Minnesota Statutes.

ARTICLE I

NAME

The name of the corporation is Northfork Homeowners Association, Inc., hereinafter referred to as the "Association."

ARTICLE II

REGISTERED OFFICE

The registered office of the Association is located at 713 Bradford Avenue, Champlin, Minnesota 55316.

ARTICLE III

PURPOSE AND POWERS

The Association is formed as a "Residential Real Estate Management Association" within the meaning of Section 528(c) of the Internal Revenue Code of 1954, as amended. It shall be organized and operated to provide for the acquisition, construction, management, maintenance and care of Association property, namely Outlots A and B, NORTHFORK, according to the recorded plat thereof, Anoka County, Minnesota, and such additional common property as may be conveyed to the Association from time to time.

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The Association shall endeavor to promote the health, safety and welfare of the owners within NORTHFORK and any additions thereto as may hereafter be brought within the jurisdiction of the Association. For these purposes the Association shall have the right to:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Restated Declaration of Covenants, Conditions and Restrictions for Northfork (hereinafter referred to as the "Declaration") recorded or to be recorded in the office of the Registrar of Titles in and for Anoka County, Minnesota, 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. Fix, levy, collect, and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection with, and all office and other expenses incident to, the conduct of the business of the Association, including obtaining all necessary and appropriate licenses, and paying all taxes or government charges levied or imposed against the Association;

c. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate and maintain, and, subject to Article IV, Section 4.2 of the Declaration, 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, subject to Article IV, Section 4.2 of the Declaration, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred by the Association;

e. Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the Members, subject to Article IV, Section 4.2 of the Declaration;

f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Property; provided, however, that any such merger, consolidation or annexation shall have the assent of 75 percent of each class of members (except that additional Lots and Common Property may be annexed by the Declarant without the consent of other Members or the Association, as provided in Article II, Section 2.3 of the Declaration); and

g. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 317 of Minnesota Statutes may now or hereafter have or exercise.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association; provided, however, that where any Lot is being sold by contract for deed and the contract vendee is in possession of the Lot, then the vendee and not the vendor shall be deemed the Member. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association. Ownership of a Lot shall be the sole qualification for membership.

ARTICLE V

NO PECUNIARY GAIN; PROHIBITED ACTIVITIES

a. The Association does not and shall not afford pecuniary gain, incidentally or otherwise, to its Members, directors or officers, nor shall any part of the net earnings of the Association in any way inure (other than by acquiring, constructing, or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments) 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 of 1954, as amended.

b. 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 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 Residential Real Estate Management Association exempt from federal income tax under Section 528 of the Internal Revenue Code of 1954, as amended.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

a. Class A. Class A Members shall be all Members, except the Declarant (as defined in the Declaration), and shall be entitled to one (1) vote for each Lot owned. When more than one person holds a membership interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

b. Class B. The Class B Member shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership upon the happening of the earlier of the following events:

(1) When the number of votes outstanding in the Class A membership equals or exceeds the number of votes outstanding in the Class B membership; or

(2) On July 1, 1987.

ARTICLE VII

CUMULATIVE VOTING

There shall be no cumulative voting by the Members for any purpose.

ARTICLE VIII

BOARD OF DIRECTORS

a. The number of directors constituting the first Board of Directors is three (3), their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Dennis F. Peck	108 West Lawson Avenue St. Paul, Minnesota 55117
Roger Meyer	7350 - 175th Avenue, N.W. Ramsey, Minnesota 55303
George D. Orning	169 Windsor Lane New Brighton, Minnesota 55112

b. Said directors shall serve until the first annual meeting of the Members and until their successors have been duly elected and qualified, unless one or more of said directors sooner resigns or is removed and replaced by the declarant.

c. After the first annual meeting of the Members, the affairs of the Association shall be managed by a board of five (5) directors, which directors need not be Members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. At the first annual meeting, the Members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years and one (1) director for a term of three (3) years. At each annual meeting thereafter the Members shall elect the number of directors necessary to fill expiring terms, each for a term of three years.

d. Officers shall be elected as provided for in the Bylaws.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Lewis Shender	Suite 1500 100 South Fifth Street Minneapolis, Minnesota 55402

ARTICLE X

NO STOCK

The Association is organized upon a non-stock basis.

ARTICLE XIPERSONAL LIABILITY OF MEMBERS

The members of the Association shall have no personal liability for obligations of the Association.

ARTICLE XIIDISSOLUTION

The Association may be dissolved as provided in Chapter 317 of Minnesota Statutes; provided, however, that the Association may only be dissolved upon the written assent of 75 percent or more of the first mortgagees of Lots (based upon one (1) vote for each mortgage owned) and by 75 percent or more of the Members other than the Declarant. 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIIIDURATION

The duration of the corporate existence shall be perpetual.

ARTICLE XIV

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent of each class of Members. The prior written approval of at least 75 percent of each class of Members shall be required for any amendment of these Articles which would affect the right of the Association to take the actions referred to in Article IV, Section 4.2 of the Declaration.

ARTICLE XV

FHA OR VA APPROVAL

Notwithstanding anything contained in these Articles to the contrary, until the cessation of Class B membership, the Federal Housing Administration or the Veterans Administration must approve annexations of additional properties to the Association, mergers or dissolution of the Association, Lot consolidations, mortgaging land of the Association, dedication of the Common Property, or amendment of these Articles.

ARTICLE XVI

CONFLICT WITH DECLARATION

In the event of any conflict between the Declaration and these Articles of Incorporation, the Declaration shall control.

