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ARTICLES OF INCORPORATION
OF
FOREST OAKS HOME OWNERS ASSOCIATION

We, the undersigned, being of full 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 FOREST OAKS HOME OWNERS ASSOCIATION.

ARTICLE II.

REGISTERED OFFICE

The Registered Office of the Corporation shall be at 303 Jackson Avenue
Elk River, Minnesota

ARTICLE III.

PURPOSES AND AUTHORITY

The purposes of the corporation are to provide the maintenance, preservation and architectural control of certain property in Coon Rapids, Anoka County, Minnesota, in a multi-family development, undertaken by Forest Oaks Corporation, hereinafter referred to as Declarant and more particularly described as:

Lots 1 through 36, Block 1;
Lots 1 through 8, Block 4;
Lots 1 through 24, Block 5, and
Lots 1 through 12, Block 6,
Forest Oaks Addition, Coon Rapids, Minnesota,

and such additional property as may hereafter be added to the development to promote the health, safety and welfare of the residents within the real property now or hereafter to be brought into the development and thus into the jurisdiction of the Association for those purposes to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Restrictions, and Easements, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the County Recorder, Anoka County, Minnesota and as the same may be amended from time to time as therein provided.

(b) Fix, levy, collect and enforce payment of by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay

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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 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 two-thirds (2/3) of each class of members 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 Area 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) Provide garbage and trash collection;

(h) Maintain unkept lands or trees;

(i) Supplement municipal services;

(j) Enforce provisions of the Declaration and any and all covenants, restrictions and agreements applicable to the Planned Unit Development;

(k) Pay all taxes, if any, on the common properties and facilities; and

(l) Insofar as permitted by law, and consistent with 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 or propinquous property.

ARTICLE IV.

NO PECUNIARY GAIN TO MEMBERS

The Association does not and shall not afford pecuniary gain to its members. Neither shall its members be personally liable for corporate debt but shall be liable to the Association for assessments as stated herein.

ARTICLE V.

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any lot which is subject by covenants of record to assessment by the Association including contract sellers, shall be a member of the Association, but the foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any parcel which is

subject to assessment by the Association.

ARTICLE VI.

VOTING RIGHTS

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

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each lot owned. When more than one person holds an interest in a lot all such persons shall be members. The vote for such parcel shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any parcel. There can be no split vote. Prior to the time of any meeting at which a vote is to be taken each parcel having co-owners shall file the name of the voting co-owner with the Secretary of the Association in order to be entitled to a vote at such meeting, unless such co-owner has filed a general voting authority applicable to all votes until rescinded.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each parcel owned or which may be built as set forth in Article II of the Declaration. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1983.

ARTICLE VII.

BOARD OF DIRECTORS

The management and affairs of this Association shall be managed by a board of nine (9) Directors. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the first board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David L. Sternquist	Route #2, Zimmerman, MN 55398
Dale S. Nordby	Route #3, Princeton, MN 55371
Terry Hartmann	6417 Zealand Court, Brooklyn Park, MN 55428
Rickey L. Hartmann	8020 Morgan Circle, Brooklyn Park, MN 55444

Within ninety (90) days after the first transfer of a lot from Declarant to an owner other than Declarant a special organizational meeting shall be held to elect a full slate of nine (9) directors and the foregoing directors are to serve as sole interim directors until such first election at and after which time a full board of nine (9) shall be elected. At such first meeting of the members they shall elect one-third (1/3) of the Directors for a term of one (1) year, one-third (1/3) for a term of two (2) years and one-third (1/3) for a term of three (3) years; and at each annual meeting thereafter the members shall elect the necessary number of the Board of Directors for a term of three (3) years to fill out the Board.

ARTICLE VIII.

DURATION

The duration of the Association shall be perpetual.

ARTICLE IX.

DISSOLUTION

The Association may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds (2/3) of the votes of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article X hereof) shall be mailed to every member at least (90) days in advance of any action taken.

ARTICLE X.

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the assets, both real and personal of the corporation, including sewer and water lines, shall be dedicated or transferred to an appropriate municipality, public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that any part of such dedication or transfer be refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as near as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with the provisions of such covenants and deeds.

AMENDMENTS

ARTICLE XII.

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

<u>NAME</u>	<u>ADDRESS</u>
David L. Sternquist	Route #2, Zimmerman, MN 55398
Dale S. Nordby	Route #3, Princeton, MN 55371
Terry Hartmann	6417 Zealand Court, Brooklyn Park, MN 55428
Rickey L. Hartmann	8028 Morgan Circle, Brooklyn Park, MN 55444

FHA/VA APPROVAL

As long as there is a Class B membership any of the following actions will require the prior approval of the Federal Housing Administration and the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

CAPITAL STOCK

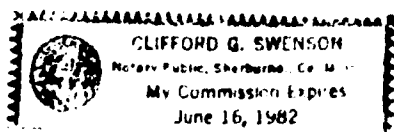
The corporation shall have no capital stock.

IN WITNESS WHEREOF, we have hereunto executed these ARTICLES OF INCORPORATION
this 20th day of December, 1979.

David L. Sternquist
D L Sternquist
David L. Hartmann
Richard L. Hartmann

STATE OF MINNESOTA)) ss.
COUNTY OF **SHERBURN**

On this 20th day of December, 1979, before me a Notary Public within and for said County, personally appeared David L. Sternquist, to me known to be the person described in and who executed the foregoing instrument and acknowledged to me that he executed the same as his free act and deed.



Richard S. Thompson

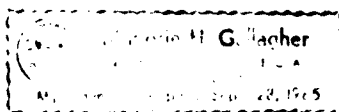
STATE OF MINNESOTA)
) ss.
COUNTY OF ~~SHERBURN~~

On this 20th day of December, 1979, before me a Notary Public within and for said County, personally appeared Dale S. Nordby, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Dale S. Nordby

STATE OF MINNESOTA)
) ss.
COUNTY OF ANOKA)

On this 20th day of December, 1979, before me a Notary Public within and for said County, personally appeared Terry Hartmann, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.



Margaret H. Gallagher

STATE OF MINNESOTA)
) ss.
COUNTY OF ANOKA)

On this 20th day of December, 1979, before me a Notary Public within and for said County, personally appeared Rickey L. Hartmann, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.



Margaret H. Gallagher

STATE OF MINNESOTA	
DEPARTMENT OF STATE	
I hereby certify that the within	
instrument was filed for record in this	
office on the <u>21</u> day of <u>Dec</u>	
A. D. 19 <u>79</u> at <u>4:30</u> o'clock <u>P.</u> M.,	
and was duly recorded in Book <u>X-21</u>	
of Incorporations, on page <u>228</u>	
<u><i>Joan Anderson</i></u>	
Secretary of State	

2/8/80

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
FOREST OAKS HOME OWNERS ASSOCIATION

COPY

We, the undersigned, respectively the President and the Secretary of Forest Oaks Home Owners Association, a non-profit corporation under Chapter 317 of Minnesota Statutes as amended, do hereby certify that at a special meeting of the members of said Association held at its offices in the City of Elk River, County of Sherburne, State of Minnesota, on the 7th day of February, 1980, at 10:00 A. M., pursuant to notice as required by Minnesota Statutes, Section 317.27, Subd. 2, at which meeting 100% of the members were present in person, the following resolutions were adopted by the unanimous vote of the members:

RESOLVED, That the Declarant named in Article III of the Articles of Incorporation be amended to The Gorgen Co., a Minnesota corporation, and Gerald J. Smith and Associates, a Minnesota corporation, and

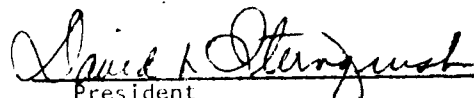
RESOLVED, That the legal description of property in Coon Rapids, Anoka County, Minnesota, described in Article III of the Articles of Incorporation be amended to:


Lots 1 through 36, inclusive, Block 1;
Lots 1 through 24, inclusive, Block 2;
Lots 1 through 8, inclusive, Block 3;
Lots 1 through 12, inclusive, Block 4;
Outlots A and B;

all in Forest Oaks Addition, according to the plat thereof on file and of record in the office of the County Recorder in and for Anoka County, Minnesota, and

RESOLVED, That the first sentence of the paragraph entitled Class B, of Article VI of the Articles of Incorporation be amended to: "The Class B member(s) shall be the Declarant(s), and their successors or assigns, if such successors or assigns should acquire more than one (1) undeveloped lot from the Declarant for development, and shall be entitled to three (3) votes for each parcel owned."

IN WITNESS WHEREOF, we have hereunto set our hands this 8th day of February, 1980.

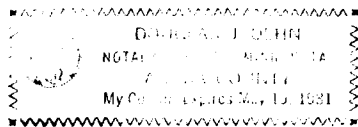

President


Secretary

STATE OF MINNESOTA)
COUNTY OF ANOKA) ss.

COPY

On this 8th day of February, 1980, before me a Notary Public within and for said County, personally appeared David L. Sternquist and Terry Hartman, to me personally know, who being each by me duly sworn and they did say that they are respectively the President and the Secretary of Forest Oaks Home Owners Association, the non-profit corporation named in the foregoing Articles of Amendment, and each acknowledged that he signed said instrument as his free act and deed by authority of the shareholders of said corporation for the purposes and uses therein expressed.



Douglas J. De...

The Federal Housing Administration hereby approves the amendments contained in the foregoing Articles of Amendment.

Dated: February 20, 1980 DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
FEDERAL HOUSING ADMINISTRATION

By [Signature]
Area Manager
Minneapolis-St. Paul Area Office
* * *

The Veterans Administration hereby approves the amendments contained in the foregoing Articles of Amendment.

Dated: February 20, 1980

VETERANS ADMINISTRATION
By [Signature]
JOHN O. GALLAGHER, LOAN GUARANTY OFFICER
Veterans Administration
Bishop Henry Whipple Federal Building
Fort Snelling
St. Paul, Minnesota 55111

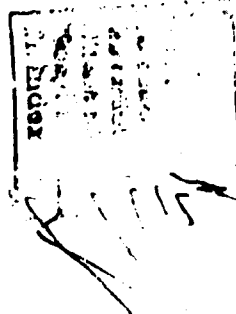
State of Minnesota)
County of Hennepin)

On this 24th day of September, 1981, before me a Notary Public, appeared JOHN O. GALLAGHER, a Loan Guaranty Officer of the Veterans Administration, an agency of the United States of America, known to me or satisfactorily proven to be the person described in the foregoing instrument, and acknowledged that he is delegated the authority to execute the same as said officer in behalf of the Administrator of Veterans Affairs for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.
(Notarial Seal)

[Signature]
VIOLET PETERSON
Notary Public, Hennepin County Minn.
My Commission Expires Sept. 30, 1983

545203



OFFICE OF COUNTY RECORDER
STATE OF MINNESOTA, COUNTY OF ANOKA

I hereby certify that the within instrument was filed in this office for record on the FEB 27 1983 A.D., 1983 at 10 o'clock P.M., and was duly recorded in book page

Lee P. Conwell
By Deputy W. H. Hallman
Deputy

ENTERED

NOV 30 19 83
Charles R. Helander
County Auditor
Steele
Deputy

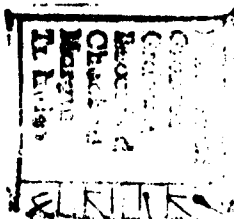
Drafted by:

Douglas J. Belin
Attorney at Law

211 E. Main St.

Anoka, Minn. 55303

545185



OFFICE OF COUNTY RECORDER
STATE OF MINNESOTA, COUNTY OF ANOKA

I hereby certify that the instrument was filed for record on the FEB 2 1980
of check 2 duly recorded
in book _____

By Jeff C. Smith
Jeff C. Smith
County Clerk

ENTERED

19 8
Walter R. Kefauver
Auditor, Anoka County
By Steve Deputy

Drafted by:

Douglas S. Behn
Attorney at Law
211 E. Main St.
Anoka, MN 55406



To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the ~~21st~~ day of **December** A. D. 19 **79** for the incorporation of

Forest Oaks Home Owners Association

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 217.

Now, Therefore, by virtue of the powers and duties vested in me by law as Secretary of State of the State of Minnesota, I do hereby certify that the said

Forest Oaks Home Owners Association

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this ~~twenty-first~~ day of **December** in the year of our Lord one thousand nine hundred and **seventy-nine**

San Anderson
Secretary of State