

ARTICLES OF INCORPORATION
TAPESTRY AT CHARLOTTE'S GROVE

... NP-02



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**ARTICLES OF INCORPORATION
OF
TAPESTRY COMMUNITY ASSOCIATION**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and statutes amendatory thereof, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be "Tapestry Community Association" (the "Association").

ARTICLE II

PURPOSES AND POWERS

The purposes for which the Association is formed, and its powers, are as follows:

1. To act as the Association which is referred to in the Declaration of Covenants, Easements and Restrictions (the "Declaration") of Tapestry at Charlotte's Grove, a residential community located in Washington County, Minnesota (the "Community"), and
2. To provide for the operation and management of the Community, for the health, safety and welfare of the Owners thereof, and for the preservation of the value, and the architectural and aesthetic character, of the Community; and
3. To exercise the powers granted by law or described in the Association's Bylaws or the Declaration, as amended and/or restated, and to do such other lawful acts or things reasonably necessary for carrying out the Association's purposes; provided, that no actions shall be authorized or undertaken which violate any state or federal laws applicable to nonprofit corporations or which would cause the Association to violate its nonprofit status under the laws of the state of Minnesota, or the Internal Revenue Code, as amended, and the Regulations related thereto.

ARTICLE III

REGISTERED OFFICE

The address of the registered office of this Association is 109 East Myrtle Street, Stillwater, Minnesota 55082.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator of this Association are as follows: David B. Eide, 220 South Sixth Street, Suite 2200, Minneapolis, Minnesota 55402.

ARTICLE V

MEMBERSHIP/VOTING

The members of this Association (the "Members") are those persons described as Members in the Bylaws of the Association. Membership in the Association shall be transferable, but only as an appurtenance to and together with the Member's title to the Lot to which the membership is allocated. One membership is allocated to each Lot. The Members shall have the voting rights allocated to their respective Lots as described in the Declaration. Cumulative voting by Members is not permitted.

ARTICLE VI

BYLAWS

The first Board of Directors shall, at its first meeting, adopt Bylaws for the regulation of the business of the Association. Thereafter, the Bylaws may be amended or revoked only by the Members of the Association, as provided in the Bylaws.

ARTICLE VII

DIRECTORS

The business of this Association shall be managed by the Board of Directors consisting of at least three persons, or such greater number as provided in the Bylaws. After the expiration of the terms of office of the members of the first Board of Directors, the directors shall be elected as provided in the Bylaws.

ARTICLE VIII

LIMITED LIABILITY

The Members of this Association shall not be subject to any personal liability for corporate obligations. In addition, no person who serves without compensation as a director, officer, member or agent of the Association shall be held civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as director, officer, Member or agent of the Association, and did not constitute willful or reckless misconduct, except as follows:

- a. an action or proceeding brought by the attorney general for a breach of a fiduciary duty as a director;
- b. a cause of action to the extent it is based on federal law;

- c. a cause of action based on the person's express contractual obligation; or
- d. an act or proceeding based on a breach of public pension plan fiduciary responsibility.

Nothing in this Article limits an individual's liability for physical injury to another person or for wrongful death which is personally and directly caused by that individual.

ARTICLE IX

NO PECUNIARY GAIN

The Association shall not afford pecuniary gain, incidentally or otherwise, to its Members; provided, that (i) Members may be reimbursed for out-of-pocket expenses incurred in carrying out duties on behalf of the Association, and (ii) Members may be reasonably compensated for goods and services furnished to the Association as vendors in arms-length transactions, as provided in the Bylaws.

ARTICLE X

DURATION

The duration of the Association shall be perpetual, subject to dissolution in accordance with Article XII.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the prior approval, at a meeting duly held for such purposes, (i) Owners who have authority to cast in excess of fifty percent of the total votes in the Association, in writing, at a duly held meeting of the Owners, or by written ballot; (ii) the Developer, so long as Developer owns a Lot; and (iii) the City of Lake Elmo and the Minnesota Land Trust as to any matters affecting the Preservation Areas as defined in the Declaration. However, the registered office may be changed by the filing of a Certificate of Change of Registered Office in accordance with law.

ARTICLE XII

DISSOLUTION

The Association may be dissolved only in accordance with law. Upon dissolution of the Association, and after payment of all costs of dissolution, and the debts and obligations of the Association, all remaining corporate assets of the Association shall be distributed to the Members of the Association in accordance with Minnesota Statutes Section 317A.735, or laws amendatory thereof.

IN WITNESS WHEREOF, I have subscribed my name on this 20th day of June, 2005.



David B. Eide

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 20 2005


Secretary of State

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