

**ARTICLES OF INCORPORATION
OF
BADGER VILLAGE TOWNHOMES ASSOCIATION INC.**

We, the undersigned, of full age, for the purpose of forming a non-profit corporation pursuant to the provisions of the Minnesota Non-profit Corporation Act, Minnesota Statutes, Chapter 317A, hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be Badger Village Townhomes Association Inc.

ARTICLE II.

This corporation is organized and shall be operated exclusively for the ownership, operation, maintenance and administration of the common areas of Badger Village Townhomes Association Inc. pursuant to Minnesota Statutes, Chapter 515B. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of its purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of its purposes.

ARTICLE III.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above in Article II.

ARTICLE IV.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V.

For its purposes and not otherwise, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with its purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as it now exists or as it may be amended or supplemented in the future. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI.

This corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any other person the repayment of a loan made to an officer or director of this corporation.

ARTICLE VII.

The period of duration of this corporation's corporate existence shall be perpetual.

ARTICLE VIII.

The registered office of this corporation shall be located at 400 South Broadway, Suite 100, Rochester, Minnesota 55904.

ARTICLE IX.

This corporation shall have two classes of members who shall have such voting rights and who shall be ascertained as prescribed in the By-Laws of this corporation.

ARTICLE X.

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the By-Laws of this corporation. Any action may be taken by the Board of Directors by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present;

provided that all directors shall be notified of the text of the written action prior to the signing by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

ARTICLE XI.

The names, post office addresses, and initial terms of the members of the Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
John M. Hamilton	400 South Broadway #100 Rochester, Minnesota 55904	1 year
Jamey A. Shandley	400 South Broadway #100 Rochester, Minnesota 55904	1 year

ARTICLE XII.

The name and post office address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Daniel E. Berndt	206 South Broadway, Suite 505 Rochester, Minnesota 55904

ARTICLE XIII.

This corporation shall have no capital stock.

ARTICLE XIV.

The directors of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XV.

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XVI.

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision in these articles to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XVII.

The corporation shall indemnify its directors, officers, employees, agents, and such other persons, for such expenses and liabilities, to the maximum extent permitted by the Minnesota Non-Profit Corporation Act as currently enacted, and to such greater extent as amendments to the Act may permit. No amendment or repeal of the Minnesota Non-Profit Corporation Act shall adversely affect the rights of any such director, officer, or other person existing at the time of such amendment or repeal. The corporation may advance expenses of litigation to the extent provided for in the Minnesota Non-Profit Corporation Act as now enacted or subsequently amended. The corporation may enter into agreements with persons acting for or on behalf of the corporation to indemnify such persons, for such expenses and liabilities, and to such extent, as permitted by the Minnesota Non-Profit Corporation Act as the corporation shall determine.

ARTICLE XVIII.

All references in these Articles to sections of the Internal Revenue Code refer to the Internal Revenue Code of 1986 as it now exists or may be amended or supplemented in the future and to corresponding sections of any tax codes that may be adopted in the future. All references to Chapter 317A of the Minnesota Statutes shall refer to that chapter as it now exists or as it may be amended or supplemented in the future and to any corresponding law relating to Minnesota non-profit corporations that may be adopted in the future.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of September, 2003.



Daniel E. Berndt

N.P.-OR



6182400003

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
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IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of September, 2003.


 Daniel E. Berndt

STATE OF MINNESOTA
 DEPARTMENT OF STATE
 FILED

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 Secretary of State
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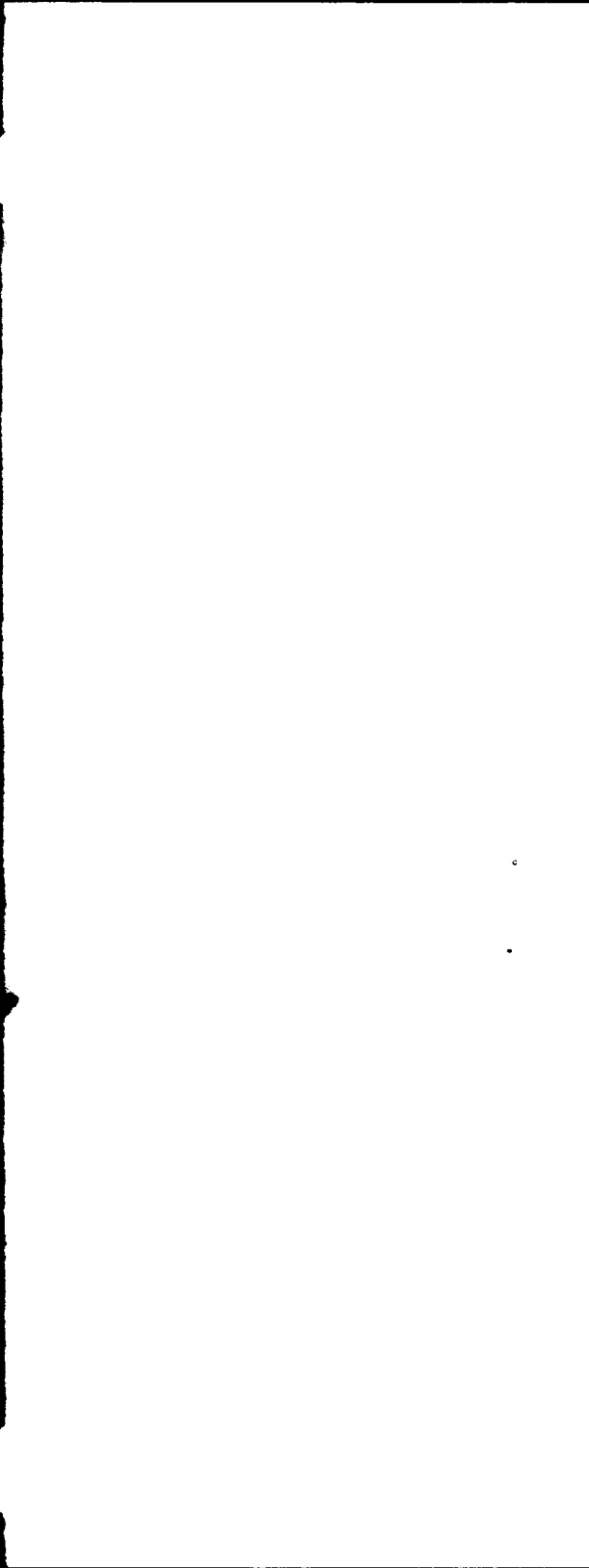
U.S. CORPORATE SERVICES, INC.

380 Jackson St. #418, St. Paul, MN 55101 Phone: (651) 227-7576, (800) 327-1886, Fax: (651) 225-9244

DUNLAP & SEEGER, P.A.
Attn: ANN FLOYD
P.O. BOX 549
ROCHESTER, MN 55903-0549

INVOICE DATE: 9/5/2003
REFERENCE ID: 03-4224
DELIVERY METHOD: FIRST CLASS
SERVICE REPRESENTATIVE: Christina Olund
REP EMAIL ADDRESS:
CUSTOMER PHONE: (507) 285-4230
CUSTOMER FAX: (507) 288-9342

ACCOUNT NUMBER: 777



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.

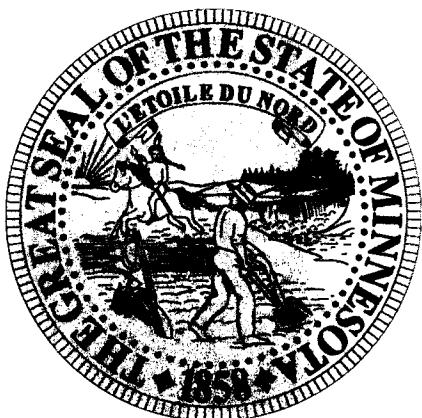
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Badger Village Townhomes Association Inc.

Corporate Charter Number: 618240-3

Chapter Formed Under: 317A

This certificate has been issued on 09/05/2003.



Mary Kiffmeyer
Secretary of State.