

NP- Original



76376740002

ARTICLES OF INCORPORATION

OF

SOUTH POINTE HOMEOWNERS ASSOCIATION

The undersigned, being of legal age, for the purposes of forming a nonprofit corporation under Chapter 317A 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 this Corporation shall be **SOUTH POINTE HOMEOWNERS ASSOCIATION** (the "Association"). ✓

ARTICLE II

REGISTERED OFFICE

The registered office of this Association shall be at 3475 Vermillion Street, Suite 101, Hastings, Minnesota 55033. ✓

ARTICLE III

PURPOSES AND AUTHORITY

This Association is formed generally for civic, recreational, social and community welfare purposes, and specifically for the purposes of constituting and acting as an association of the owners of units in that certain platted subdivision situated in the City of Hastings, Dakota County, Minnesota, on property legally described in Exhibit A attached hereto and incorporated herein by reference, (the "Subject Property").

The property is being developed as a townhouse development and is a "planned community" as defined in Chapter 515B of the Minnesota Statutes. For the purposes of managing, maintaining, repairing, replacing, and operating certain buildings and facilities located thereon, and any additions thereto as may be made in accordance with the Declaration hereinafter referred to, all for the preservation of the value and amenities of said development, and such additions as may be made thereto as provided in said Declaration, and in fulfillment of such purposes, this Association shall have the power:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association described in that certain Declaration of Covenants,

Conditions, and Restrictions herein referred to as the "Declaration", applicable to the aforementioned property and recorded or to be recorded in the Office of the County Recorder of Dakota County, Minnesota, and 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) To fix, levy, collect and enforce the payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay 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 aforementioned property of the Association;
- (c) To 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) To borrow money, and with the assent of all the Members of each class of membership, 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) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, 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 all Members, agreeing to such dedication, sale or transfer.
- (f) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of all Members;
- (g) To provide garbage and trash collection;
- (h) To enforce provisions of the Declaration, and any and all other covenants, conditions or restrictions applicable to the aforementioned property; and
- (i) To, insofar as permitted by law, and consistent with the provisions and purposes hereof and of the Declaration, 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 properties.

ARTICLE IV
NO PECUNIARY GAIN TO MEMBERS

This Association does not and shall not afford pecuniary gain, incidentally or otherwise, to its Members. None of its Members shall be personally liable for corporate debt. Members, however, shall be liable to this Association for the assessments as specified in the Declaration.

ARTICLE V
MEMBERSHIP/VOTING

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

ARTICLE VI
BY-LAWS

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

ARTICLE VII
BOARD OF DIRECTORS

The business of this Association shall be managed by the Board of Directors consisting of at least three (3) persons, or such greater number as provided in the By-Laws. After the expiration of the terms of office of the Members of the first Board of Directors, and replacements appointed by the Declarant, the Directors shall be elected as provided in the By-Laws.

ARTICLE VIII
DIRECTOR LIABILITY

To the fullest extent permitted by Chapter 317A, Minnesota Statutes, as the same exists or may hereafter be amended, a Director of this Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director.

ARTICLE IX
DURATION

The duration of this Association shall be perpetual.

✓

ARTICLE X
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 shall be distributed to the Members of the Association and secured parties, as their interests may appear, in accordance with Section 515B.2-119 of the Minnesota Common Interest Ownership Act, or laws amendatory thereof.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended only with the assent of sixty-seven percent (67%) of the Members of each class.

ARTICLE XII
INCORPORATORS

The following person constitutes the incorporator who is forming this Association:

✓

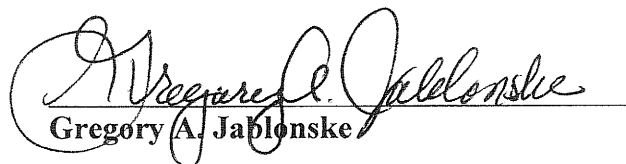
Name

Address

Gregory A. Jablonske

3475 Vermillion Street
Suite 101
Hastings, MN 55033.

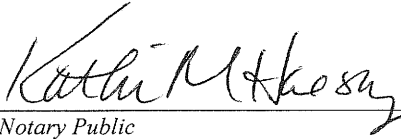
IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation effective this 30th day of April, 2014.



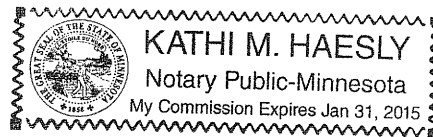
Gregory A. Jablonske

STATE OF MINNESOTA)
)ss.
COUNTY OF DAKOTA)

On this 30th day of April, 2014, before me, a notary public, personally appeared, Gregory A. Jablonske, incorporator of South Pointe Association, 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



Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Jeffrey P. Carroll, Esq.
Carroll & Carroll, P.A.
Suite 102B
8525 Edinbrook Crossing
Brooklyn Park, MN 55443-1968
Phone: (763) 898-3910
Fax: (763) 898-3860

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 04 2014


Mark Ritchie
Secretary of State