

ARTICLES OF INCORPORATION

AFTON CREEK PRESERVE HOMEOWNERS 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 "Afton Creek Preserve Homeowners 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, Conditions and Restrictions (the "Declaration") of Afton Creek Preserve, a single-family residential community located in Washington County, Minnesota (the "Community").
2. To act as a homeowners association under Section 528 of the Internal Revenue Code, as amended, to provide for the operation and management of the Community for the health, safety and welfare of the owners thereof, and to preserve the value and the character of the Community.
3. To exercise the powers and duties now or hereafter granted or imposed by law, the Declaration, these Articles of Incorporation or the Bylaws.
4. 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.

Referenced terms used in these Articles of Incorporation shall have the meaning assigned to them by the Declaration.

**ARTICLE III
REGISTERED OFFICE**

The registered office of the Association is located at 488 Atwater Circle, St. Paul, Minnesota 55103

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator of this Association is as follows:

Albert W. Carlson
488 Atwater Circle
St. Paul, MN 55103

**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 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 Members shall have the voting rights allocated to their respective Units 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, 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. The directors shall be elected as provided in the Bylaws.

**ARTICLE VIII
LIMITED LIABILITY**

The Members shall not be subject to any personal liability for the 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.

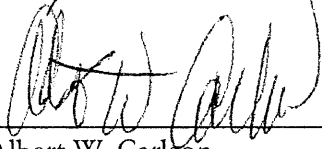
ARTICLE XI AMENDMENTS

Amendment of these Articles of Incorporation required the prior approval of (i) Members who hold in excess of fifty percent of the voting power of all Members, (ii) the Board of Directors, and (iii) any other Person whose approval is required by the Declaration; except that 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 connection with the termination of the Community. The Association shall be dissolved as provided in the Minnesota Nonprofit Corporation Act, and the dissolution shall be subject to approval by the Board of Directors and Members authorized to cast at least eighty percent (80%) of the voting power of all Members.

IN WITNESS WHEREOF, I have hereunto executed these **ARTICLES OF INCORPORATION** effective this 2 day of April, 2019.



Albert W. Carlson



Work Item 1079226300029
Original File Number 1079226300029

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
04/05/2019 11:59 PM

Steve Simon

Steve Simon
Secretary of State

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

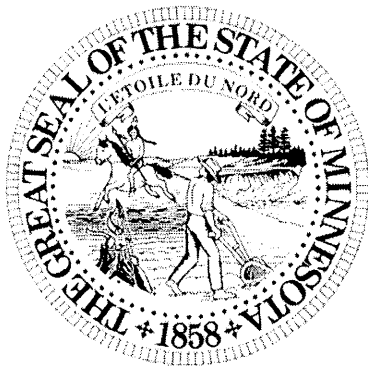
The business entity is now legally registered under the laws of Minnesota.

Name: Afton Creek Preserve Homeowners Association

File Number: 1079226300029

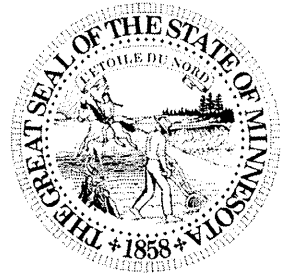
Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 04/05/2019



Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Articles of Incorporation
Minnesota Statutes, Chapter 317A



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Incorporation:

ARTICLE 1 - CORPORATE NAME:

Afton Creek Preserve Homeowners Association

ARTICLE 2 - REGISTERED OFFICE AND AGENT(S), IF ANY AT THAT OFFICE:

Name

Address:

488 Atwater Circle St. Paul MN 55103 USA

ARTICLE 3 - INCORPORATOR(S):

Name:

Address:

Albert W Carlson

488 Atwater Circle St. Paul MN 55103

DURATION: PERPETUAL

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: Albert W. Carlson

MAILING ADDRESS: None Provided

EMAIL FOR OFFICIAL NOTICES: will@customdrywall.net