

14-504.

**ARTICLES OF INCORPORATION**  
**OF**  
**ZUMBRO HAVEN HOMEOWNER'S ASSOCIATION**

In compliance with the requirements of Minnesota Statutes 317A, the undersigned, who is a resident of Minnesota and who is of full age, has this day voluntarily associated for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I.**  
**NAME**

The name of the corporation is ZUMBRO HAVEN HOMEOWNER'S ASSOCIATION, hereinafter called the "Association".

**ARTICLE II.**  
**REGISTERED OFFICE**

The registered office of the Association is located at 12492 3<sup>rd</sup> Avenue North West - Oronoco, Minnesota 55960.

**ARTICLE III.**  
**REGISTERED AGENT**

Jay C. Hodge whose address is 12492 3<sup>rd</sup> Avenue North West, Oronoco, Minnesota 55960 is hereby appointed the initial registered agent of this Association.

**034552**

**ARTICLE IV.  
PURPOSE**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance and preservation of the common areas known as Outlots A, B, C, D, E, F, and G, Zumbro Haven Subdivision, Olmsted County, Minnesota servicing that certain real property described in Exhibit "A" hereto attached and made a part hereof by reference herein and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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, hereinafter called "Declaration", applicable to the property and recorded or to be recorded in the Office of Property Records And Licensing, Olmsted 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) fix, levy, collect and enforce payment 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 property owned by the Association;
- (c) own, hold, improve, operate, maintain, preserve, 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) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation law of the State of Minnesota, by law may now or thereafter have or exercise.

**ARTICLE V.  
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee 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. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## **ARTICLE VI. VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lots shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B shall consist solely of the Declarant who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when Declarant sells seventy-five percent (75%) of the lots in Zumbro Haven Subdivision. Declarant shall convey Outlot A, Outlot B, Outlot C, Outlot D, Outlot E, Outlot F, and Outlot G, Zumbro Haven Subdivision to the Association before the first lot in Zumbro Haven Subdivision is conveyed.

The Declarant shall manage the Association until such time in the future as the entire development is completed and all lots are sold at which time the management of the Association shall be turned over to five (5) members of the Association. At the time the management of this Association is turned over to the five (5) members of the Association, said members shall be entitled to receive compensation for said management.

## **ARTICLE VII. BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors for a one year term are as follows:

Jay C. Hodge - 12492 3<sup>rd</sup> Avenue North West, Oronoco, MN 55960  
Christine Hodge - 12492 3<sup>rd</sup> Avenue North West, Oronoco, MN 55960  
Haven Hodge - 215 Fisherman Drive North West, Oronoco, MN 55960  
Jeff Broberg - R. R. #2 Box 199, St. Charles, MN 55972  
William Tointon - 1604 Teton Court North East, Rochester, MN 55906

At the first annual meeting, the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect directors for a term of three years.

**ARTICLE VIII.  
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE IX.  
DURATION**

The corporation shall exist perpetually.

**ARTICLE X.  
LIABILITY**

The extent of personal liability, if any, of members for corporate obligations and the methods of enforcement and collection, are as follows: no member, director or officer shall be personally responsible or liable.

**ARTICLE XI.  
STOCK**

The corporation shall not have capital stock.

**ARTICLE XII.  
INCORPORATOR**

The name and address of the incorporator is:

Jay C. Hodge - 12492 3<sup>rd</sup> Avenue North West, Oronoco, MN 55960

**ARTICLE XIII.  
AMENDMENTS**

Amendment to these Articles shall require the written consent of seventy-five percent (75%) of the entire membership.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Minnesota, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 18<sup>th</sup> day of September, 2001.

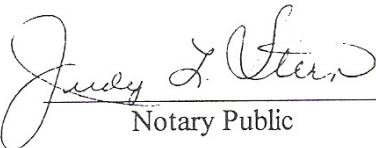
  
\_\_\_\_\_  
Jay C. Hodge

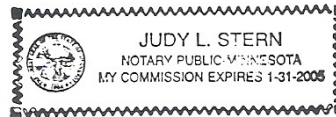
**STATE OF MINNESOTA )**

**:ss**

**COUNTY OF OLMSTED )**

On this 18<sup>th</sup> day of October, 2001, before me, a Notary Public within said County and State personally appeared JAY C. HODGE, to me personally known to be the person named as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his free act and deed for the uses and purposes therein expressed.

  
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Notary Public



THIS INSTRUMENT WAS DRAFTED BY:

ROBERT G. SUK LAW OFFICES, P.A.  
Merchant Exchange Building  
Suite 200 - 18 Third Street S. W.  
Rochester, MN 55902  
(507) 289-8051

**EXHIBIT "A"**

Lots 1 and 2, Block 1;  
Lots 1, 2, 3, 4, 5, 6, 7, and 8, Block 2;  
Lots 1, 2, 3, and 4, Block 3;  
Lots 1, 2, 3, 4 and 5, Block 4;  
Lots 1, 2, 3, 4, 5 and 6, Block 5;  
Lots 1, 2, 3, and 4, Block 6;  
Lot 1, Block 7;  
Lots 1, 2, 3, 4, 5, 6, and 7, Block 8;  
Lots 1, 2, 3, 4, 5, 6, 7, and 8, Block 9;  
Outlots A, B, C, D, E, F and G;  
All located in Zumbro Haven Subdivision,  
County of Olmsted, State of Minnesota.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

OCT 30 2001

*Mary Kiffmeyer*

Secretary of State