

ARTICLES OF INCORPORATION
OF
CHURCH HILL SCHOOL CONDOMINIUM ASSOCIATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 31 7A, and statutes amendatory thereof, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be “Church Hill School Condominium 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 Church Hill School Condominium (the “Declaration”), a condominium located in Fillmore County, Minnesota (the “Community”), and subject to Minnesota Statutes Chapter 51 SB, the Minnesota Common Interest Ownership Act, and
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 architectural and physical 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 101 Ridgeview Lane, Lanesboro, Minnesota 55949.

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 Declaration and the Association's Bylaws. Membership in the Association shall be transferable, 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 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 business of the Association shall be governed by its Bylaws. The Board of Directors shall, at its first meeting, approve and adopt the Bylaws. Thereafter, the Bylaws may be amended as provided therein.

ARTICLE VII

DIRECTORS

The business of this Association shall be managed by a Board of Directors consisting of at least three persons, or such greater number as provided in the Bylaws. The Board of Directors shall be elected to or removed from office as provided in the Bylaws.

ARTICLE VIII

LIMITED LIABILITY

The Members 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 by reason of such membership; 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, 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, of Members who hold at least sixty-seven percent of the voting power of all Members; 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 accordance with law. Upon dissolution of the Association and termination of the Community, 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 and secured parties, as their interests may appear, in accordance with Section 51 5B.2- 119 of the Minnesota Common Interest Ownership Act, or laws amendatory thereof.

IN WITNESS WHEREOF, I have subscribed my name on this 17th day of April, 2009.

David B. Eide