

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.

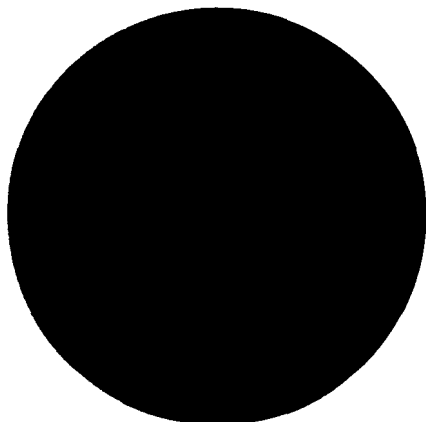
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Stillwater Crossings Condominium Association

Corporate Charter Number: 1U-708

Chapter Formed Under: 317A

This certificate has been issued on 01/05/2000.




Secretary of State.

**ARTICLES OF INCORPORATION
OF
STILLWATER CROSSINGS CONDOMINIUM ASSOCIATION**

The undersigned, desiring to form a non-profit corporation under Chapter 317A of Minnesota Statutes, known as the "Minnesota Non-Profit Corporation Act," and laws amendatory and supplementary thereof, does hereby make, subscribe and acknowledge the following Articles of Incorporation:

ARTICLE I

Name

The Name of the corporation shall be "Stillwater Crossings Condominium Association"

ARTICLE II

Purpose

This corporation is organized and shall be operated for the general purposes of managing a common interest community (the "CIC") which is to be formed pursuant to the Minnesota Common Interest Ownership Act (the "Act") upon certain real property situated in Washington County, Minnesota.

Its specific purposes shall include, but not be limited to the following:

- (a) To promote, enhance, protect and perfect the community welfare and mutual and collective benefit of all persons, either natural or artificial, hereafter acquiring an interest of whatsoever kind in the CIC;
- (b) To further, execute, administer, manage, maintain and operate the plan of ownership and occupancy of the CIC to be established in that certain declaration of Stillwater Crossings Condominium, CIC No. 140 (the "Declaration") and the bylaws of this corporation (the "Bylaws");
- (c) To levy and collect assessments from the members of the Association and to use the proceeds thereof for the purposes of the CIC;
- (d) To carry insurance pertinent to the ownership, use and maintenance of the CIC, as well as on any personal property of the corporation, exclusive of any coverage for contents and personal effects belonging to any of the members, to collect all premiums and charges for the same from the members, to use, reimburse, or expend the proceeds for the rebuilding, repair, renovation, rehabilitation, and/or

replacement of any loss or damage to any of the above property, as provided for in more pertinent detail in the Bylaws;

- (e) To contract for and employ persons, firms or corporations to assist in the management, operation, maintenance and administration of the CIC and the Association;
- (f) To make and enforce reasonable regulations concerning the use and enjoyment of CIC;
- (g) To acquire, own, hold, maintain, improve, lease, mortgage, buy, sell, convey, assign or otherwise dispose of any real or personal property and to borrow money or issue evidences of indebtedness in furtherance of any or all of the within objects, and to secure the same by mortgage, pledge or other lien, subject to limitations contained in the Declaration or the Bylaws;
- (h) In general, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of the CIC and to the accomplishment of any of the purposes thereof;
- (i) To do anything required of or permitted to it as the administrator and operator of the CIC or as the Association by the Declaration and Bylaws, as amended from time to time; and
- (j) To exercise such other powers and to do such other things required of or permitted to it which are consistent with the foregoing purposes and which are afforded to a non-profit corporation by the Minnesota Non-Profit Corporation Act (Chapter 317A of Minnesota Statutes), the Minnesota Common Interest Ownership Act, and any further laws amendatory thereof and supplementary thereto.

ARTICLE III

No Pecuniary Gain

This corporation is formed exclusively for purposes for which a corporation may be formed under the Minnesota Non-Profit Corporation Act (Chapter 317A of Minnesota Statutes), and accordingly, this corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors or officers; provided, however, that this corporation may pay to its members, directors and officers out-of-pocket expenses incurred in the performance of their duties, may lease and purchase from, sell to, and otherwise deal with its members, directors and officers and others in respect of real and personal property situated in Washington County, Minnesota, and may hire accountants, attorneys, and other professional advisers, and shall have the power to own, encumber and sell residential units within the CIC.

No substantial part of the activities of the corporation shall constitute the carrying on of legislative lobbying or of otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall the corporation engage in any transaction or carry on any other activity not permitted to be carried on by a homeowner's association exempt from federal income tax under Section 528 of the Internal Revenue Code of 1986 (or the corresponding provision any future United States Internal Revenue Law).

ARTICLE IV

Duration of Corporate Existence

The period of duration of the existence of this corporation shall be perpetual.

ARTICLE V

Registered Office

The registered office of the corporation shall be located at: 7900 West 78th Street, Suite 100, Edina, Minnesota 55439.

ARTICLE VI

Dissolution

The Association may be dissolved as provided in applicable Minnesota Statutes, subject to the approval of (i) the holders of eighty percent (80%) of the votes of the Unit Owners (as defined in the Declaration); (ii) eighty percent (80%) of the holders of first mortgages covering Units (as defined in the Declaration); and the United States Department of Housing and Urban Development, if applicable.

ARTICLE VII

Incorporator of the Corporation

The name and address of the incorporator of the corporation, who is a natural person of full age, is as follows:

Joanne L. Matzen
WINTHROP & WEINSTINE, P.A.
3000 Dain Rauscher Plaza
60 South Sixth Street
Minneapolis, Minnesota 55402

ARTICLE VIII

Board of Directors

The first Board of Directors shall consist of four (4) natural persons, of full age, who shall serve for a term of one (1) year or until, their successors have been duly elected and have qualified. The names and addresses of the persons comprising the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Wayne J. Soojian	c/o The Ryland Group, Inc. 7900 West 78 th Street Suite 100 Edina, Minnesota 55439	1 Year
Steve Logan	c/o The Ryland Group, Inc. 7900 West 78 th Street Suite 100 Edina, Minnesota 55439	1 Year
Michael Sedley	c/o The Ryland Group, Inc. 7900 West 78 th Street Suite 100 Edina, Minnesota 55439	1 Year
Trace Mills	c/o The Ryland Group, Inc. 7900 West 78 th Street Suite 100 Edina, Minnesota 55439	1 Year

ARTICLE IX

No Personal Liability

Members, directors and officers of this corporation shall not be personally liable to any extent whatsoever for corporate obligations.

ARTICLE X

No Capital Stock

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XI

No Corporate Seal

This corporation shall have no corporate seal.

ARTICLE XII

Members

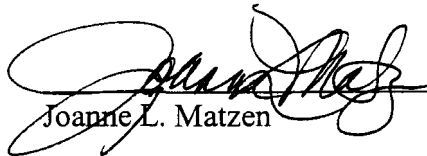
The membership of the corporation shall consist of Unit Owners within the CIC, as defined in the Declaration. Membership in the corporation shall be appurtenant to and shall not be separated from ownership of a Unit within the CIC, as defined in the Declaration. Membership is not transferable except in connection with the transfer by members of the corporation of their respective Units. All Unit Owners within the CIC shall be members of the corporation. Membership in the corporation shall automatically pass when ownership of a Unit within the CIC is transferred in any manner. In each such event, written notice of the transfer shall be given to the Secretary of the corporation.

ARTICLE XIII

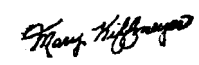
Amendment

Until the second Board of Directors of this corporation has been constituted pursuant to the Bylaws, an amendment to these Articles shall be considered adopted upon its receiving an unanimous vote of the directors constituting the first Board of Directors at a meeting thereof, notice of which containing the proposed amendment having been given to each of said directors at least one (1) day prior to said meeting. After the second Board of Directors has been constituted pursuant to the Bylaws, an amendment to these Articles shall be adopted upon its receiving an affirmative vote of at least seventy-five percent (75%) of the total voting power of the corporation, as that term is defined in the Bylaws, at any regular, special or annual meeting of the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 3rd day of January, 2000.


Joanne L. Matzen

MPL1: 321841-1/7837.10

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JAN - 5 2000

Secretary of State