

TORRENS

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Recorded

DEC. 17, 2004 AT 10:30AM

Signed: *Capt. K. Selles*
DEPUTY

JEAN M. DANKERS, REGISTRAR OF TITLES
GOODHUE COUNTY, MINNESOTA

Fee Amount: \$19.50



ARTICLES OF INCORPORATION

OF

CANNON BLUFFS II 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 "Cannon Bluffs II 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 of Cannon Bluffs II (the "Declaration"), a single-family residential community located upon that certain tract of property situated in Goodhue County, Minnesota described in Exhibit A attached hereto (the "Community"), and
2. To provide for the operation and management of the Community, for the health, safety and welfare of the Owners thereof, and for the preservation of the value, and the architectural and aesthetic character, of the Community.
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 431 South Seventh Street, Minneapolis, MN 55415. The initial registered agent at that address is Linda L. Ingle.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator of this Association is as follows: Linda L. Ingle, 431 South Seventh Street, Minneapolis, MN 55415.

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 an appurtenance to and together with the Member's title to the Lot to which the membership is allocated. One membership is allocated to each Lot. The Members shall have the voting rights allocated to their respective Lots 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 of the Association, 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. After the expiration of the terms of office of the members of the first Board of Directors, or replacements, appointed by the Declarant, the directors shall be elected as provided in the Bylaws.

ARTICLE VIII

LIMITED LIABILITY

The Members of this Association 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; 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 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 of the Association and secured parties, as their interests may appear, in accordance with the Minnesota Nonprofit Corporation Act, or laws amendatory thereof.

IN WITNESS WHEREOF, I have subscribed my name on this 28 day of Oct, 2007⁴.

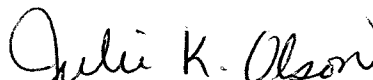


 Linda L. Ingle

STATE OF MINNESOTA)
) ss
 COUNTY OF Hennepin)

The foregoing instrument was acknowledged before me this 22 day of October, 2007⁴, by Linda L. Ingle.





 Notary Public
Hennepin County, Minnesota



This Instrument Drafted By:
 WATSON & SPEIGHT, P.A.
 411 West Third Street
 Red Wing, MN 55066
 651-388-8805

**CANNON BLUFFS II
HOMEOWNERS ASSOCIATION**

EXHIBIT A TO

ARTICLES OF INCORPORATION

DESCRIPTION OF PROPERTY

Lots 1 through 6, Block 1; Lots 1 through 6, Block 2; Lots 1 through 14, Block 3; and Outlots A, B, C, D, E and F, Cannon Bluffs Second Addition, Goodhue County, Minnesota.

CANNON BLUFFS II

CONSENT BY MORTGAGEE

The undersigned (the "Mortgagee"), are the mortgagees of portions of real property described on Exhibit A to the Articles of Incorporation of Cannon Bluffs II Homeowners Association (the "Articles") by a Mortgage filed on the 4th day of September, 2002, in the office of the Goodhue County Registrar of Titles as Document No. 16549 (the "Mortgage"). Mortgagee hereby consents to these Articles; provided, that such consent does not modify or amend the terms and conditions of the Mortgage and other loan documents executed in connection therewith; and provided further that the Mortgage shall be and remain a lien on the property described therein, until released or satisfied.

IN WITNESS WHEREOF, the Mortgagee has caused this Consent to be executed on the 22 day of Oct, 2004

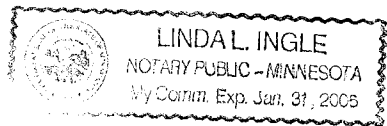
BNC NATIONAL BANK

By: Nancy Madison
Its: Vice President

STATE OF MINNESOTA)
) ss.
COUNTY OF GOODHUE)

The forgoing instrument was acknowledged before me this 22 day of Oct, 2004, by Nancy Madison the Vice President of BNC National Bank, a national bank corporation, on behalf of the corporation.

[Signature]
Notary Public



This instrument was drafted by:
WATSON & SPEIGHT, P.A.
411 West Third Street
Red Wing, MN 55066
(651) 388-8805

CANNON BLUFFS II

CONSENT BY DNR

The undersigned Minnesota Department of Natural Resources (the "DNR") hereby consents to the attached Articles of Incorporation of Cannon Bluffs II Homeowners Association of Cannon Bluffs II dated October 22, 2004.

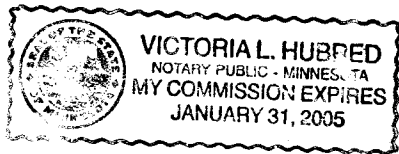
IN WITNESS WHEREOF, the DNR has caused this Consent to be executed on the 7th day of December 2004.

MINNESOTA DEPARTMENT OF
NATURAL RESOURCES

By: James E. Lawler
Its: ASSISTANT DIRECTOR
LANDS & MINERALS.

STATE OF MINNESOTA)
) ss.
COUNTY OF Ramsey)

The foregoing instrument was acknowledged before me this 7th day of December 2004, by James E. Lawler, the Assistant Director of the Division of Lands & Minerals of the Minnesota Department of Natural Resources on behalf of the Minnesota Department of Natural Resources.



Victoria L. Hubred
Notary Public

This instrument was drafted by:
WATSON & SPEIGHT, P.A.
411 West Third Street
Red Wing, MN 55066
(651) 388-8805

Townhouse\Cannon Bluffs II\Bylaws Consent - DNR

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 07 2004

Mary Hiffmeyer
Secretary of State