

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLOVERDALE FARM HOMEOWNERS ASSOCIATION**

In compliance with the requirements of Minnesota Statutes, Chapter 317A (the “Non-Profit Corporation Act”) the undersigned, who is a resident of the State of Minnesota and is of full age, has this day voluntarily associated for the purpose of forming a corporation not for profit and does certify that the following consist of the Amended and Restated Articles of Incorporation of the Association defined below:

**ARTICLE I
NAME**

The name of the corporation is Cloverdale Farm Homeowners Association, hereinafter called the “Association.”

**ARTICLE II
REGISTERED OFFICE**

The registered office of the Association is located at 4511 McDonald Drive North, Stillwater, Minnesota 55082.

**ARTICLE III
NO PECUNIARY GAIN TO MEMBERS**

The Association shall not afford a pecuniary gain, incidentally or otherwise, to its Members.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the Lots within that certain tract of property located in Baytown Township, County of Washington and State of Minnesota legally described on Exhibit “A” hereto and such additions thereto as may hereinafter be brought within the jurisdiction of this Association as provided in a Declaration of Covenants, Conditions and Restrictions, as amended from time to time, filed or to be filed in the office of the County Recorder or Registrar of Titles, as appropriate, of Washington County, Minnesota (“Declaration”), and to promote the health, safety and welfare of the residents within the above-described property; and in fulfillment of this purpose to do the following:

- a. To exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein

as if set forth at length; and all capitalized but undefined terms in these Articles shall be defined as in the Declaration;

b. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and 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 of the Association;

c. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate and maintain, real or personal property in connection with the affairs of the Association;

d. To participate in mergers, consolidations or contracts with other non-profit corporations organized for the same purposes, provided that such additional consents required by the Declaration are obtained; and

e. To have and exercise any and all powers, rights and which a corporation organized under the Non-profit Corporation Act of the State of Minnesota by law may now or hereafter have or exercise consonant with the Declaration and these Articles.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot that is subject to assessment by the Association shall be a Member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation unless and until (i) such mortgagee has acquired title pursuant to foreclosure of said mortgage or proceedings or deed in lieu of foreclosure, and (ii) the period in which the fee owner may redeem from the foreclosure has terminated. Where any such Lot is being sold by the fee owner to a contract vendee who is entitled to possession of the Lot, the contract vendee will be considered the owner of the Lot if (i) the rights of the contract vendor hereunder are delegated to the vendee under the contract for deed, and (ii) the vendee furnishes proof of this delegation to the Association. Membership is appurtenant to and may not be separated from ownership of any Lot that is subject to assessment by the Association.

ARTICLE VI VOTING RIGHTS

The Association will have one class of voting Membership and consist of owners or vendees referred to in Article V herein, and will consist of one vote for each Lot owned. When more than one person holds an interest in any Lot, all persons holding an interest will be Members and the vote for such Lot may be exercised as they among themselves determine but in no event will more than one vote be cast with respect to any Lot.

Members have no rights of cumulative voting. Members may vote by voice, ballot, mail or other reasonable means.

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of this corporation will be managed by or under the direction of a Board of Directors consisting of not fewer than 3 nor more than 7 directors, as may be established by resolution of the Board of Directors from time to time. The directors will be divided into 3 classes, as nearly equal in number as the number of directors constituting the whole Board permits, with the term of office of one class expiring each year at the regular meeting. Each director will be elected by the Members to hold office for a term of three consecutive years and will serve until a successor has been duly elected and qualified, unless the director retires, resigns, dies or is removed.

ARTICLE VIII PERSONAL LIABILITY OF MEMBERS

The Members of this Association shall not be liable for Association obligations except as provided for and authorized under the Declaration.

ARTICLE IX CAPITAL STOCK

This Association shall have no capital stock.

ARTICLE X DISSOLUTION

The Association may be dissolved by a vote of the Members entitled to cast 66.7% of the votes of the Members, provided that any additional consents required by the Declaration are obtained. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this 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, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested in him or her under the Declaration unless made in accordance with the provisions of such Declaration.

ARTICLE XI DURATION

The corporation shall exist perpetually.

ARTICLE XII AMENDMENTS

These Articles may be amended at a regular or special meeting of the Members by a vote of 75% of Members present in person or by proxy, provided that any additional consent as required by the Declaration is obtained.

(The remainder of this page shall be intentionally left blank.)

IN WITNESS WHEREOF, the undersigned, being the President herein, has executed these Articles of Incorporation of Cloverdale Farm Homeowners Association this 23rd day of May, 2012.

[Signature]

President

STATE OF MINNESOTA)
)ss.
COUNTY OF WASHINGTON)

The foregoing instrument was acknowledged before me this 23rd day of May, 2012.

[Signature]

Notary Public

This instrument was drafted by:
Cloverdale Farm Homeowners Association
4530 McDonald Drive North
Stillwater, Minnesota 55082

