



17095730002

NP-OR  
**ARTICLES OF INCORPORATION  
OF  
THE GARDENS OWNERS' ASSOCIATION INC.**

The undersigned, of full age, for the purpose of forming a non-profit corporation pursuant to the provisions of the Minnesota Non-profit Corporation Act, Minnesota Statutes, Chapter 317A, hereby adopts the following Articles of Incorporation.

**ARTICLE I.**

The name of this corporation shall be The Gardens Owners' Association Inc.

**ARTICLE II.**

This corporation is organized and shall be operated exclusively for the ownership, operation, maintenance and administration of the common areas of The Gardens Owners' Association Inc. pursuant to Minnesota Statutes, Chapter 515B. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of its purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of its purposes.

**ARTICLE III.**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above in Article II.

**ARTICLE IV.**

For its purposes and not otherwise, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with its purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as it now exists or as it may be amended or supplemented in the future.

#### **ARTICLE V.**

This corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any other person the repayment of a loan made to an officer or director of this corporation.

#### **ARTICLE VI.**

The period of duration of this corporation's corporate existence shall be perpetual.

#### **ARTICLE VII.**

The registered office of this corporation shall be located at 4325 Garden Court SE, Rochester, Minnesota 55904.

#### **ARTICLE VIII.**

This corporation shall have a single class of members who shall have such voting rights and who shall be ascertained as prescribed in the By-Laws of this corporation.

#### **ARTICLE IX.**

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the By-Laws of this corporation. Any action may be taken by the Board of Directors by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors shall be notified of the text of the written action prior to the signing by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

#### **ARTICLE X.**

The names, post office addresses, and initial terms of the members of the Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Thomas M. Hexum	1000 Rocky Creek Drive NE Rochester, Minnesota 55906	1 year

Lloyd P. Johnson

1431 20<sup>th</sup> Street SW  
Rochester, Minnesota 55902

1 year

#### ARTICLE XI.

The name and post office address of the Incorporator are:

Name

Address

William J. Ryan

206 South Broadway, Suite 505  
Rochester, Minnesota 55904

#### ARTICLE XII.

This corporation shall have no capital stock.

#### ARTICLE XIII.

The directors of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

#### ARTICLE XIV.

These Articles of Incorporation may be amended from time to time in the manner provided by law.

#### ARTICLE XV.

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine.

Notwithstanding any provision in these articles to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

#### ARTICLE XVI.

The corporation shall indemnify its directors, officers, employees, agents, and such other persons, for such expenses and liabilities, to the maximum extent permitted by the Minnesota Non-Profit Corporation Act as currently enacted, and to such greater extent as amendments to the Act may permit. No amendment or repeal of the Minnesota Non-Profit Corporation Act shall adversely affect the rights of any such director, officer, or other person existing at the time of such amendment or repeal. The corporation may advance expenses of litigation to the extent provided for in the Minnesota Non-Profit Corporation Act as now enacted or subsequently amended. The corporation may enter into agreements with persons acting for or on behalf of the corporation to indemnify such persons, for such expenses and liabilities, and to such extent, as permitted by the Minnesota Non-Profit Corporation Act as the corporation shall determine.

#### ARTICLE XVII.

All references to Chapter 317A of the Minnesota Statutes shall refer to that chapter as it now exists or as it may be amended or supplemented in the future and to any corresponding law relating to Minnesota non-profit corporations that may be adopted in the future.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of February, 2006.

William J. Ryan

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 10 2006 LC

*Mary Hiffmeyer*  
Secretary of State