

**ARTICLES OF INCORPORATION AND BYLAWS FOR  
HAWK RIDGE ESTATES ASSOCIATION, INC.**

ARTICLES OF INCORPORATION  
OF  
HAWK RIDGE ESTATES ASSOCIATION, INC.

The undersigned, a natural person of full age, for the purpose of forming a Minnesota corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, (the "Act") adopts the following Articles of Incorporation (the "Articles").

ARTICLE I

The name of the Corporation is: Hawk Ridge Estates Association, Inc.

ARTICLE II

The address of the registered office of the Corporation in Minnesota is:

222 East Second Street  
Duluth, Minnesota 55805

ARTICLE III

The name and address of each incorporator is:

Daniel D. Maddy  
302 West Superior Street  
Suite 700  
Duluth, MN 55802

ARTICLE IV

A. The Corporation is formed and shall be operated for the purpose of governing that certain property located in St. Louis County, Minnesota, and designated as Hawk Ridge Estates and to provide an entity to act as a homeowner's association.

ARTICLE V

The Corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors, or officers; provided, however, that the Corporation may pay to its members, directors, and officers, and others, reasonable compensation for services to or for the Corporation and may lease and purchase from, sell to, and otherwise deal with its members, directors, officers and others in real and personal property situated in St. Louis County, Minnesota.

## ARTICLE VI

The members of this corporation shall be those persons described as members in the bylaws of the corporation. The period of duration of this corporation shall be perpetual.

## ARTICLE VII

(a) In the event of dissolution of this corporation all of its then assets shall be distributed as follows:

(i) The dissolution shall be conducted under court supervision, if required or permitted under the statutes of the State of Minnesota, as now enacted or as hereafter amended, and subject to prior compliance with Section 317A.725-727 of the Minnesota Statutes, the assets of the corporation shall be distributed to the members of the corporation pro rata in accordance with their respective interests in common elements and facilities of the property.

(ii) If the dissolution under court supervision is not required or permitted under the Statutes of the State of Minnesota, as now enacted or as hereafter amended, the assets of this corporation shall be distributed, subject to prior compliance with Section 317A.725-727 of the Minnesota Statutes, to the members of the corporation pro rata in accordance with their respective interests the common elements and facilities of the property.

## ARTICLE VIII

(a) The first Board of Directors of this corporation shall consist of three (3) persons. The terms of office of the first Board of Directors shall be until successor directors shall have been elected at the first annual meeting of this corporation and shall have qualified.

(b) From time to time, the number of directors of this corporation may be increased or diminished by vote of the members or of the Board of Directors of this corporation in accordance with the Bylaws of this corporation, but shall be no less than three (3) in number.

## ARTICLE IX

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

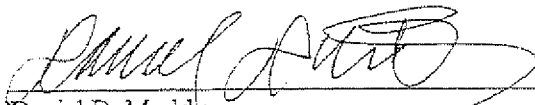
## ARTICLE X

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

ARTICLE XI

The corporation's Board of Directors may take action in a writing 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.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 16<sup>th</sup> day of November, 2004.

  
Daniel D. Maddy.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

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Secretary of State