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**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION**

**OF**

**SKYEHILL TOWNHOMES ASSOCIATION, INC.**

We, the undersigned, TOM N. THOMAS and Mark S. Nardi, respectively the President and

Secretary of Skyehill Townhomes Association, Inc., a Minnesota nonprofit corporation (the "Association"), subject to the provisions of Minnesota Statutes Chapter 317A, known as the Minnesota Nonprofit Corporation Act, do hereby certify that the resolution as hereinafter set forth was proposed by the Board of Directors of the Association, and approved by the required vote of the members of the Association, in accordance with the requirements of the Association's existing Articles of Incorporation and Bylaws, and Minnesota Statutes Chapter 317A, effective as of the date of filing of this Certificate in the office of the Secretary of State.

Resolved that the Articles of Incorporation of Skyehill Townhomes Association, Inc., shall be, and hereby are, restated in their entirety to read as follows:

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SKYEHILL TOWNHOMES ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

The name of this corporation shall be Skyehill Townhomes Association, Inc. (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 Amended and Restated Declaration (the "Declaration") of Skyehill Townhomes, a planned community located in Hennepin County, Minnesota. The terms used in these Restated Articles of Incorporation shall have the same meaning assigned to them in the Declaration.
2. To provide for the maintenance, preservation, architectural control, operation, and management of the Property described in the Declaration, for the health, safety, and welfare of the Owners, and for the preservation of the value and architectural character of the Units and the Common Elements.
3. To exercise the powers and duties now or hereafter granted or imposed by law, the Declaration, or the Association's Amended and Restated Bylaws (the "Bylaws"), and to do all 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.

**ARTICLE III**

**NO PECUNIARY GAIN**

The Association shall not afford pecuniary gain, incidentally or otherwise, to the Members by reason of their membership in the Association. However, subject to approval by the Board, as provided in the Bylaws, a Member may be reimbursed for out-of-pocket expenses incurred in carrying out duties on behalf of the Association, or a Member may be reasonably compensated for goods or services furnished to the Association in an independent, arms-length business transaction.

**ARTICLE IV**

**DURATION**

The duration of the Association shall be perpetual.

**ARTICLE V**

**REGISTERED OFFICE**

The address of the registered office of the Association is 850 Decatur Avenue North, #2A, Golden Valley, Minnesota 55427.

**ARTICLE VI**

**DIRECTORS**

The business of the Association shall be managed by the Board, which shall consist of at least three persons, or such greater number as provided in the Bylaws. The members of the Board shall be elected and carry out their duties as provided in the Bylaws.

**ARTICLE VII**

**LIMITED LIABILITY**

The Members shall not be subject to any personal liability for the obligations of the Association. 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:

1. An action or proceeding brought by the attorney general for a breach of a fiduciary duty as a director;
2. A cause of action to the extent it is based on federal law;
3. A cause of action based on the person's express contractual obligation; or
4. 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 VIII**  
**NO CAPITAL STOCK**

The Association shall have no capital stock.

**ARTICLE IX**  
**MEMBERSHIP/VOTING**

The Members shall be those persons described as Members in the Bylaws. Membership in the Association shall be transferable, but only as an appurtenance to and together with the Member's interest in the Unit to which the membership is allocated. One membership shall be allocated to each Unit. The Members shall have the voting rights allocated to their respective Units as described in the Declaration. Cumulative voting by Members shall not be permitted.

**ARTICLE X**  
**BYLAWS**

The Association shall be governed by the Bylaws. The Bylaws may be amended or revoked only by the Members, as provided in the Bylaws.

**ARTICLE XI**  
**MEETINGS**

The Association shall hold meetings of its Members, at such times and in such manner as specified in the Bylaws.

**ARTICLE XII**  
**AMENDMENTS**

Amendment of these Restated Articles of Incorporation shall require the prior approval of Members who hold in excess of fifty percent of the total votes in the Association, at a meeting duly held for such purposes, or voting by ballot in lieu of a meeting; except that the registered office may be changed by the filing of a Certificate of Change of Registered Office in accordance with law. In addition, any amendment requiring approval of the Members shall be subject to the consent of Eligible Mortgagees, and/or the FHA or VA, if required by the Declaration.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved as provided in Minnesota Statutes Chapter 317A; provided, that the Association shall have been terminated in accordance with the requirements of Minnesota Statutes Section 515B.2-119.

IN WITNESS WHEREOF, we have subscribed our names on this 24<sup>th</sup> day of JANUARY, 2007.

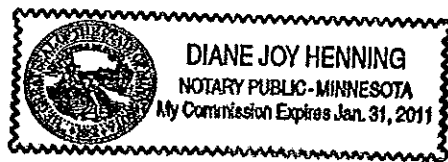
Tom W. Thomas  
President

Mark S. Nard  
Secretary

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF HENNEPIN )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of JANUARY, 2007, by Tom W. Thomas and MARK S. NARD, the President and Secretary, respectively, of Skyehill Townhomes Association, Inc., a Minnesota nonprofit corporation, on behalf of said corporation.

Diane Joy Henning  
Notary Public



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 28 2007 PL

Mark Ritchie  
Secretary of State