

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Eagles Landing Association

File Number: 1307943000023

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 04/07/2022



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Articles of Incorporation
Minnesota Statutes, Chapter 317A



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Incorporation:

ARTICLE 1 - CORPORATE NAME:

Eagles Landing Association

ARTICLE 2 - REGISTERED OFFICE AND AGENT(S), IF ANY AT THAT OFFICE:

Name

Address:

13925 Fenway Blvd N Hugo MN 55038 USA

ARTICLE 3 - INCORPORATOR(S):

Name:

Address:

Brieanna Maershbecker

**80 South Eighth Street Suite 2200 Minneapolis
MN 55402**

DURATION: PERPETUAL

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: /s/ Brieanna Maershbecker

MAILING ADDRESS: None Provided

EMAIL FOR OFFICIAL NOTICES: bkunkel@jlschwieters.com

ARTICLES OF INCORPORATION
OF
EAGLES LANDING 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 “Eagles Landing Association” (the “Association”).

ARTICLE II

PURPOSES AND POWERS

The purposes for which this Association is formed, and its powers, are as follows:

1. To act as the Association which is referred to in the Declaration of Eagles Landing (the “Declaration”), CIC No. 403, a nonresidential condominium located in Washington County, Minnesota (the “Condominium”), and subject to Minnesota Statutes Chapter 515B, the Minnesota Common Interest Ownership Act (“MCIOA”); and
2. To provide for the operation and management of the Condominium, the maintenance, repair and replacement of those portions of the Condominium for which it is responsible, and the preservation of the Condominium; and
3. To exercise the powers granted by law or described in the Association’s Bylaws (the “Bylaws”) or the Declaration, as amended and/or restated; and
4. To do such other lawful acts or things reasonably necessary for carrying out this 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 13925 Fenway Boulevard North, Hugo, MN 55038.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator of this Association are as follows: Brianna Maershbecker, Taft Stettinius & Hollister LLP, 2200 IDS Center, 80 South 8th Street, Minneapolis, Minnesota 55402.

ARTICLE V

MEMBERSHIP/VOTING

The members of this Association (the “Members”) are those Persons (as defined in the Declaration) described as Members in the Bylaws. Membership in this Association shall be transferable, but only as an appurtenance to and together with the Member’s title to the Unit (as defined in the Declaration) to which the membership is allocated. One vote is allocated to each Unit. If a Unit is owned by more than one Member, only one (1) Member may cast the vote. If the Members fail to agree as to who shall cast the vote, or fail to register pursuant to Section 2.2 of the Bylaws, the vote shall not be cast. Cumulative voting by Members is not permitted.

ARTICLE VI

BYLAWS

The first Board of Directors (the “Board”) shall, at its first meeting, adopt Bylaws for the regulation of the business of the Association. Thereafter, the Bylaws may be amended, changed or revoked only by the Members as provided in the Bylaws.

ARTICLE VII

DIRECTORS

The business of this Association shall be managed by the Board, which shall consist of at least three (3) 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. An action by the Board (other than an action requiring approval of the Owners, as defined in the Declaration) may be taken by written action signed, or consented to by “authenticated electronic communication” (as those terms are defined in Minnesota Statutes Chapter 317A), by the number of directors of the Association that would be required to take the same action at a meeting of the Board at which all directors were present.

ARTICLE VIII

LIMITED LIABILITY

The Members shall not be subject to any personal liability for corporate 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:

- 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

This Association shall not afford pecuniary gain, incidentally or otherwise, to its Members by reason of such membership; 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, as provided in the Bylaws. This provision shall not impair, prohibit or otherwise affect the conduct by an Owner of a for-profit business within such Owner's Unit or elsewhere on the Property, as and if provided in the Declaration.

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 approved by Owners of Units who have authority to cast at least sixty-seven percent (67%) of the total votes in the Association; except that the registered office may be changed by the filing of a Certificate of Change of Registered Office in accordance with law and approved by the Board.

ARTICLE XII

DISSOLUTION

This Association may be dissolved only in accordance with law. Upon dissolution of the Association and termination of the Condominium, 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 Section 515B.2-119 of MCIOA, or laws amendatory thereof.

IN WITNESS WHEREOF, I have subscribed my name on this 7th day of April, 2022.

Brianna Maershbecker

Brianna Maershbecker



Work Item 1307943000023
Original File Number 1307943000023

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
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A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State