

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: Briarcroft of Woodbury Association

File Number: 1215908400023

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 02/05/2021



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:

Briarcroft of Woodbury Association

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

Name

Address:

16972 Brandtjen Farm Drive Lakeville MN 55044 USA

ARTICLE 3 - INCORPORATOR(S):

Name:

Address:

Mark S. Radke

**220 South Sixth 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: Mark S. Radke

MAILING ADDRESS: None Provided

EMAIL FOR OFFICIAL NOTICES: jjahr@felhaber.com

ARTICLES OF INCORPORATION
OF
BRIARCROFT OF WOODBURY 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 "Briarcroft of Woodbury 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 Covenants, Conditions, Restrictions and Easements of Briarcroft of Woodbury (the "Declaration"), a single-family residential community located in Washington County, Minnesota (the "Community");
2. To act as a homeowners association under Section 528 of the Internal Revenue Code, as amended, to provide for the operation and management of the Community for the health, safety and welfare of the owners and occupants thereof, and to preserve the architectural and physical character, of the Community;
3. To exercise the powers and duties now or hereafter granted or imposed by law, the Declaration, or the Association's Bylaws (the "Bylaws"); and
4. To do all 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 16972 Brandtjen Farm Drive, Lakeville, Minnesota 55044.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator of this Association are as follows: Mark S. Radke, 220 South Sixth Street, Suite 2200, Minneapolis, Minnesota 55402.

ARTICLE V

MEMBERSHIP/VOTING

The members of this Association (the "Members") are 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 title to the Lot, as defined in the Declaration, to which the membership is allocated. One membership is allocated to each Lot. The Members shall have the voting rights allocated to their respective Lots as described in the Declaration. Cumulative voting by Members is not permitted.

ARTICLE VI

BYLAWS

The first Board of Directors of the Association (the "Board") shall, at its first meeting, adopt Bylaws for the regulation of the business of this Association. Thereafter, the Bylaws may be amended 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 consisting of at least three (3) persons, or such greater number as provided in the Bylaws. After the expiration of the terms of office of the members of the Board or their replacements appointed by the Developer (as defined in the Declaration), the directors shall be elected as provided in the Bylaws. An action by the Board (other than an action requiring approval of the Members) 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 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. In addition, no person who serves without compensation as a director, officer, Member or agent of this 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 this 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; provided, that (i) Members may be reimbursed for out-of-pocket expenses incurred in carrying out duties on behalf of this Association, and (ii) Members may be reasonably compensated for goods and services furnished to this Association as vendors in arms-length transactions, as provided in the Bylaws.

ARTICLE X

DURATION

The duration of this Association shall be perpetual, subject to dissolution in accordance with Article XII.

ARTICLE XI

AMENDMENTS

Amendment of these Articles of Incorporation shall require the prior approval of (i) Members who have authority to cast in excess of fifty percent (50%) of the total votes in the Association; (ii) the Board; and (iii) any other Person whose approval is required by the Declaration; except that the registered office may be changed by the filing of a Certificate of Change of Registered Office in accordance with law.

ARTICLE XII

DISSOLUTION

This Association may be dissolved only in accordance with law. The Association shall be dissolved as provided in the Minnesota Nonprofit Corporation Act, and the dissolution shall be subject to approval by (i) the Board; and (ii) Members who have authority to cast at least eighty percent (80%) of the total votes in the Association. Upon dissolution of this Association and termination of the Community, and after payment of all costs of dissolution, and the debts and obligations of this Association, all remaining corporate assets shall be distributed to the Members.

IN WITNESS WHEREOF, I have subscribed my name on this 4th day of February, 2021.



Mark S. Radke



Work Item 1215908400023
Original File Number 1215908400023

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
02/05/2021 11:59 PM

Steve Simon

Steve Simon
Secretary of State