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STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
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*Steve Simon*

Steve Simon  
Secretary of State



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF

WILDFLOWER HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Minnesota Statutes, Chapter 317A, the undersigned, who is a resident of the State of Minnesota and is of full age, does certify:

ARTICLE I

NAME

The name of the corporation is Wildflower Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

REGISTERED OFFICE

The registered office of the Association is located at the home of the President of the Association: 977 Trillium Court; Eagan, Mn. 55123.

ARTICLE III

NO PECUNIARY GAIN TO MEMBERS

This Association shall not afford a pecuniary gain, incidentally or otherwise, to its members.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the Lots within that certain tract of property located in the City of Eagan, County of Dakota and State of Minnesota legally described on Exhibit "A" hereto and Such additions thereto as may hereinafter be brought within the jurisdiction of this Association, as provided in a Declaration of Covenants, Conditions and Restrictions filed or to be filed in the office of the County Recorder and /or Registrar of Titles of Dakota County, Minnesota ("Declaration"), and to promote the health, safety and welfare of the residents within the above-described property; and in fulfillment of this purpose to do the following:

- (a) To exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate and maintain, real or personal property in connection with the affairs of the Association;

(d) To participate in mergers, consolidations or contracts with other non-profit corporations organized for the same purposes, provided that such additional consent required by the Declaration is obtained; and

(e) To have and exercise any and all powers, rights and which a corporation organized under the Non—profit Corporation Act of the State of Minnesota by law may now or hereafter have or exercise consonant with the Declaration and these Articles.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation unless and until such mortgagee has acquired title pursuant to foreclosure of said mortgage or proceedings or deed in lieu of foreclosure, and the period in which the fee owner may redeem from such foreclosure has terminated. Where any such Lot is being sold by the fee owner to a contract vendee who is entitled to possession of the Lot, the contract vendee shall be considered the owner of the Lot if (i) the rights of the contract vendor hereunder are delegated to the vendee under such contract for deed; and (ii) the vendee shall furnish proof of such delegation to the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VI

### VOTING RIGHTS

Each owner of a Lot is a Member of the Association and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they, among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Members shall have no rights of cumulative voting. Members may vote by voice, ballot, mail or other reasonable means.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of at least three (3) but no more than five (5) directors, who must be members of the Association. At each annual meeting the Members shall fill vacancies on the board of Directors for a term of three (3) years.

## ARTICLE VIII

### PERSONAL LIABILITY OF MEMBERS

The members of this Association shall not be liable for Association obligations except as provided for and authorized under the Declaration.

## ARTICLE IX

### CAPITAL STOCK

This Association shall have no capital stock.

## ARTICLE X

### DISSOLUTION

The Association may be dissolved by a vote of the members entitled to cast two-thirds (2/3) of the votes, provided that such additional consent required by the Declaration is obtained. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him or her under the Declaration unless made in accordance with the provisions of such Declaration.

## ARTICLE XI

### DURATION

The corporation shall exist perpetually.

## ARTICLE XII

### AMENDMENTS

These Articles may be amended at a regular or special meeting of the members by a vote of sixty-seven percent (67%) of the Members present in person or by proxy, provided that such additional consent as required by the Declaration is obtained.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Wildflower Homeowners Association, Inc., a Minnesota nonprofit corporation, and

THAT the foregoing Articles of Incorporation constitute the amended Articles of Incorporation of said Wildflower Homeowners Association, Inc. duly adopted at a meeting of the Board of Directors thereof, held on the 27<sup>th</sup> day of August, 2019.

Dated: October 21, 2019

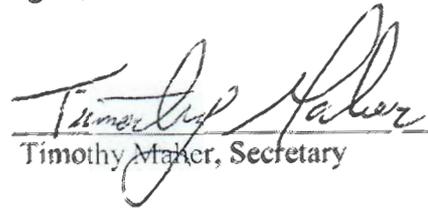
  
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Timothy Maher, Secretary

EXHIBIT A

Existing Property

Lots 1 through 28, inclusive, Block 1;

Lots 1 through 29, inclusive, Block 2;

all in Lexington Pointe Eighth Addition, according to the recorded plat thereof on file and of record in the offices of the County Recorder, Dakota County, Minnesota, and

Lots 1 – 17, inclusive, Block 1; Lots 1 through 15, inclusive, Block 2, and Outlot A, Lexington Pointe Tenth Addition, according to the recorded plat thereof, Dakota County, Minnesota.