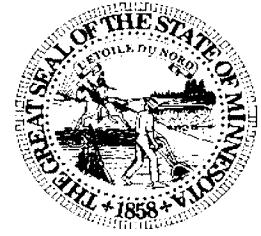


# Office of the Minnesota Secretary of State

## Minnesota Business & Nonprofit Corporations

### Amendment to Articles of Incorporation

Minnesota Statutes, Chapter 302A or 317A



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 for mail

1. Corporate Name: (Required)

Timbershore Home Owners' Association

List the name of the company prior to any desired name change

2. This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days **after** filing with the Secretary of State.

Format: (mm/dd/yyyy)

3. The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional pages.

ARTICLE

See attached Amended and Restated Articles of Incorporation

4. This amendment has been approved pursuant to *Minnesota Statutes*, Chapter 302A or 317A.

5. 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.

/s/ Gretchen S. Schellhas

Signature of Authorized Person or Authorized Agent

April 22, 2019

Date

#### Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

Gschellhas@chestnutcambronne.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Gretchen S. Schellhas

612 339-7300

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes  No

Print

Reset

# **TIMBERSHORE HOME OWNERS' ASSOCIATION AMENDED AND RESTATED ARTICLES OF INCORPORATION**

## **ARTICLE I CORPORATE NAME**

The name of the nonprofit corporation shall be "Timbershore Home Owners' Association".

## **ARTICLE II REGISTERED OFFICE ADDRESS**

The address of the registered office of the Association in the State of Minnesota shall be 6970 – 151<sup>st</sup> Street West, Apple Valley, MN 55124, as stated in the Office of the Minnesota Secretary of State.

## **ARTICLE III PURPOSE**

The Association is organized for a general business purpose. The Association does not contemplate or afford pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Units and Common Elements within the Association, as further described in the Amended and Restated Declaration and to promote the health, safety and welfare of the Members and residents within the Association, and, in fulfilment of these purposes, the Association shall have the following powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Amended and Restated Declaration of the Association, as amended from time to time;
- (b) To fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Amended and Restated Declaration, as amended from time to time; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association;
- (c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

- (d) To borrow money, and subject to the terms of the Declaration, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that such additional consent required by the Declaration is obtained;
- (f) To enforce any and all covenants, conditions, restrictions and agreements as provided in the Amended and Restated Declaration, as amended from time to time;
- (g) To pay taxes, if any, on the Common Elements; and
- (h) To have the unlimited power to engage in and do any act necessary or incidental to the conduct of its business, together with the power to do or perform any acts consistent with or which may be implied from the powers expressly conferred upon corporations by Minnesota Statutes Chapter 317A, and upon Associations as set forth in Minnesota Statutes Chapter 515B, as the same may be amended from time to time.

#### **ARTICLE IV DISSOLUTION**

The Association may be dissolved only in accordance with law, as provided for in Minnesota Statutes Chapter 317A, as amended from time to time. Upon dissolution of the Association, and after payment of all costs of dissolution, and the debts and obligations of the Association, any assets of the Association shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

#### **ARTICLE V NO PECUNIARY GAIN OR PERSONAL LIABILITY**

The Association does not and shall not afford pecuniary gain, incidentally or otherwise to its members, directors or officers. Except as otherwise provided in Minnesota Statutes Chapter 317A, members, directors and officers of the Association shall not be personally liable to any extent whatsoever for obligations of the Association.

**ARTICLE VI  
BOARD OF DIRECTORS**

The management and direction of the business of the Association shall be vested in the Board of Directors of the Association, as further provided in the Amended and Restated Declaration and By-Laws of the Association, as each may be amended from time to time. Subject to the provisions of the Minnesota Common Interest Ownership Act, the Board of Directors shall have the right to take any action in the absence of a meeting, other than an action requiring member approval, which it could take at a meeting when authorized by a written action signed by a majority of the directors or consented to by an authenticated electronic communication by a majority of the directors, as permitted under Minn. Stat. § 317A.239 or any successor statute, provided that all directors must be notified immediately of the text of the written action or authenticated electronic communication and the effective date of the action. Failure to provide notice to all directors does not invalidate the action. Unless the written action or authenticated electronic communication provides otherwise, the action shall be effective as of the date of adoption by the majority of the directors.

**ARTICLE VII  
MEMBER**

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit which is subject to assessment by the Association (an "Owner") shall be a member of the Association (a "Member"). The foregoing is not intended to include persons who hold an interest merely as security for the performance of an obligation, including mortgagees or contract for deed vendors.

**ARTICLE VIII  
VOTING RIGHTS**

The Association shall not have capital stock. Members of the Association shall have one vote for each Unit owned. There shall be no cumulative voting rights.

**ARTICLE IX  
AMENDMENT**

These Amended and Restated Articles may be amended upon the approval of the Board of Directors and at least fifty-one percent (51%) of a quorum of Owners present in person or by proxy in writing or at a duly held meeting of the members, except that the registered office address of the Association may be changed by the Board of Directors without member approval. Any amendment shall be filed with the Office of the Minnesota Secretary of State.

**ARTICLE X  
DURATION**

The Association shall exist perpetually.

**ARTICLE XI  
MISCELLANEOUS**

All matters relating to the management and conduct of the affairs of the Association not specified herein shall be as prescribed by the By-Laws or the Amended and Restated Declaration, each as amended from time to time, or as prescribed by the laws of the State of Minnesota in force and effect from time to time. Capitalized terms used herein shall have the meaning set forth in the Amended and Restated Bylaws of Amended and Restated Declaration, each as amended from time to time, unless otherwise stated.

The undersigned hereby executes these Amended and Restated Articles of Incorporation and certifies that they were duly adopted by Timbershore Home Owners' Association, a nonprofit corporation incorporated under the laws of the State of Minnesota, effective as of the date hereof.

Dated: 4/4/19

By:   
President, Timbershore Home Owners Association

AFFIDAVIT OF SECRETARY

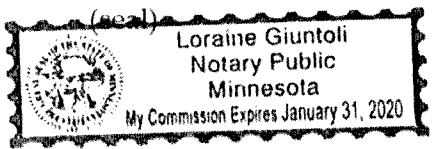
STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF Dakota )

The undersigned Secretary of Timbershore Home Owners' Association, being first duly sworn on oath, hereby swears and certifies, pursuant to the applicable provisions of the Articles of Incorporation, as amended, that this instrument has been duly approved by the Board of Directors and by 75% of the Members of the Association, in writing or at duly held meeting of the Owners, in accordance with the Articles of Incorporation.

*Both A Iseninger*  
Secretary

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF Dakota )

Subscribed and sworn to before me, a Notary Public, this 4 day of April, 2019, by *Both Iseninger*, the Secretary of Timbershore Home Owners' Association, a Minnesota nonprofit corporation.



*Loraine Giuntoli*  
Notary Public

This instrument was drafted by:  
Chestnut Cambronne (GSS)  
17 Washington Avenue North, Suite 300  
Minneapolis, Minnesota 55401  
Telephone: (612) 339-7300



**Work Item 1081785100027**  
**Original File Number K-130**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**04/23/2019 11:59 PM**

*Steve Simon*

Steve Simon  
Secretary of State