

RESTATED ARTICLES OF INCORPORATION

OF

WEST PARK HILLS HOME OWNERS ASSOCIATION

ARTICLE I

NAME

The name of this corporation shall be "West Park Hills Home Owners Association" (referred to as 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 of West Park Hills (the "Declaration"), a planned community located in Hennepin County, Minnesota (the "Community"), and subject to Minnesota Statutes Chapter 515B, the Minnesota Common Interest Ownership Act (the "Act"). The terms used in these Articles shall have the same meaning as they have in the Declaration or the Act, as applicable; and
2. To provide for the operation and management of the Community, for the health, safety and welfare of the Owners thereof, and for the preservation of the value, and the architectural and aesthetic character, of the Community; and
3. To exercise the powers granted by law and/or described in the Association's Amended and Restated Bylaws (the "Bylaws") or the Declaration, as further amended and/or restated, and to do such 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 non-profit corporations or which would cause the Association to violate its non-profit status under the laws of the State of Minnesota, or the Internal Revenue Code, as amended, and the Regulations related thereto.

ARTICLE III

NO FINANCIAL GAIN

Unless otherwise indicated in the Bylaws of the Association, the Association shall not afford financial gain to its Members; provided that Members may be reimbursed for out-of-

pocket expenses incurred in carrying out duties on behalf of the Association, subject to approval by the Board as provided in the Bylaws.

ARTICLE IV

DURATION

The duration of the Association shall be perpetual.

ARTICLE V

REGISTERED OFFICE

The location of the registered office of this Association shall be P.O. Box 385758, Bloomington, Minnesota 55438-5758.

ARTICLE VI

DIRECTORS

The business of this Association shall be managed by a Board consisting of at least five (5) 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

LIABILITY

The Members of this Association shall not be subject to any personal liability for corporate obligations. In addition, no person who serves as a director, officer, 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 a director, officer, or agent of the Association, and did not constitute willful or reckless misconduct.

ARTICLE VIII

NO CAPITAL STOCK

This Association shall have no Capital Stock.

ARTICLE IX

MEMBERSHIP/VOTING

The Members of this Association shall be those persons described as Members in the Bylaws of the Association. Membership in the Association shall be transferable, but only as an appurtenance to and together with the title to the Unit to which the membership is allocated. One (1) 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 for directors shall not be permitted.

ARTICLE X

BYLAWS

The Association shall be governed by Bylaws. The power to amend, adopt or repeal the Bylaws shall be vested in the Members of the Association, as provided in the Bylaws.

ARTICLE XI

MEETINGS

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

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the prior approval, at a meeting duly held for such purposes, of Members who hold at least seventy-five percent (75%) of the voting power of all Members, subject to any rights of Eligible Mortgagees as set forth in 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 XIII

DISSOLUTION

Upon dissolution of the Association and termination of the Community, 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, including Eligible Mortgagees, as their interests may appear, in accordance with Section 515B.2-119 of the Act, or laws amendatory thereof.

