

HIGHLAND WOODS CONDOMINIUM HOMES

3. ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA

The State of Wisconsin



DATE: April 10, 1984

OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation of

HIGHLAND WOODS CONDOMINIUM HOMES, INC.

were filed in my office under the provisions of Chapter 181 of the Wisconsin Statutes, for an organization to be formed

WITHOUT STOCK AND NOT FOR PROFIT.

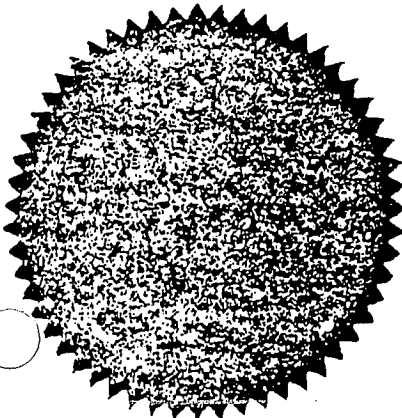
THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under Chapter 181 of the Wisconsin Statutes except as such purposes may be further limited in said Articles.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on

April 24, 1984

Douglas LaFollette

DOUGLAS La FOLLETTE
Secretary of State



SEE REVERSE FOR MORE INFORMATION

United States of America

State of Wisconsin

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OFFICE OF THE SECRETARY OF STATE

VOL 5540 PAGE 84

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

APR 25 1984

Douglas La Follette
DOUGLAS La FOLLETTE
Secretary of State

ARTICLES OF INCORPORATION
OF
HIGHLAND WOODS CONDOMINIUM HOMES, INC.
A Non-Profit, Non-Stock Corporation

VOL 5540 PAGE 85

I, the undersigned, for the purpose of forming a non-stock, non-profit corporation in accordance with the laws of the State of Wisconsin, acknowledge and file these Articles of Incorporation in the office of the Secretary of the State of Wisconsin and record them with the Register of Deeds, Dane County, Wisconsin.

ARTICLE I

NAME

The name of this corporation shall be HIGHLAND WOODS CONDOMINIUM HOMES, INC., and shall be referred to as the "Association".

ARTICLE II

PURPOSE AND POWERS

The purposes for which this corporation is formed are as follows:

- A. To form an "Association of Unit Owners" as defined in Chapter 703, Statutes of the State of Wisconsin ("Condominium Ownership Act"), or as amended, and as such to establish and collect assessments from the Unit Owners and members of said Association ("Members") for the purpose of operating, maintaining, repairing, improving, reconstructing and administering the property of, and to perform the acts and duties desirable for the management of the Units and Common Elements in, Highland Woods Condominium Homes, a condominium ("Condominium").
- B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of Highland Woods Condominium Homes.
- C. To establish Bylaws for the operation of the Association, provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Ownership Act, the Declaration, these Articles of Incorporation and the Bylaws of the Association.

- D. To contract for the management of the Condominium and to delegate to the party with whom such contract has been executed the appropriate powers and duties of the Association except those which require specific action by, or approval of, the Board of Directors or Members.
- E. To perform such other duties as permitted under the Condominium Ownership Act, The Declaration, these Articles of Incorporation, the Bylaws of the Association, or as directed by the Board of Directors or Memebers.

To accomplish the foregoing purposes, the Association shall have all common law and statutory corporate powers under the laws of the State of Wisconsin, and those powers provided by the Condominium Ownership Act and the Declaration.

ARTICLE III

Principal Office, Registered Agent

The principal office shall be located at 315 West Gorham Street, Madison, Wisconsin 53703.

The initial registered agent shall be Thomas G. Beach, 315 West Gorham Street, Madison, Dane County, Wisconsin 53703, ~~His ADDRESS.~~

The county for filing is Dane County, Wisconsin.

ARTICLE IV

Existence

This Association shall have perpetual existence unless dissolved pursuant to the Wisconsin Statutes then in effect

ARTICLE V

Amendments

Section 1. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Ownership Act or the Declaration of Condominium may be made by a majority of the Board of Directors or a majority of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Notice of such special meeting shall be given in the manner provided in the Bylaws. An affirmative vote of at least sixty-seven per cent (67%) of all votes entitled to be cast by Members shall be required for approval of the proposed amendment.

Section 2. Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at, or after a membership meeting at which a vote is taken to amend these Articles.

ARTICLE VI

Directors

Section 1. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The initial Board of Directors shall have three (3) members and in the future, the number will be determined from time to time in accordance with the Corporation's Bylaws and this Article VI.

Section 2. Directors shall be elected by the Members in accordance with the Bylaws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one year and in the event of a vacancy, the remaining directors may appoint a director to serve the balance of said unexpired term. The directors named in Article VII shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by appointment by the remaining directors.

Section 3. All officers shall be elected by the Board of Directors in accordance with the Bylaws at the regular annual meeting of the Board as established by the Bylaws. The Board of Directors shall elect from among the Members a President, Vice-President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors but no other officer need also be a director.

ARTICLE VII

Initial Board Of Directors

The following persons shall constitute the initial Board of Directors and shall hold office and serve until their successors are elected as provided in Article VI.

<u>Name</u>	<u>Address</u>
Thomas G. Beach	315 West Gorham Street Madison, Wisconsin 53703
Jeffrey Kavanagh	315 West Gorham Street Madison, Wisconsin 53703
Charles I. Trainer	301 North Broom Street Madison, Wisconsin 53703

ARTICLE VIII

Members

Section 1. All Unit Owners in the Condominium shall automatically be members of the Association and whose rights and responsibilities shall be prescribed by the Bylaws, the Declaration of Condominium and these Articles of Incorporation. Membership certificates are not required and will not be issued.

Section 2. Each Unit shall have one vote in all elections and affairs of the Association. If the Unit is owned by more than one person the vote attributable to that Unit shall not be counted if the owners are not unanimous. There shall be no fractional vote. A corporation or individuals owning an interest in more than one Unit may be designated as the voting Member for each Unit in which it or he owns an interest.

Section 3. The share of a Member in the Common Expenses and Common Surpluses of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit.

ARTICLE IX

Bylaws

The Bylaws of this corporation shall be adopted by this initial Board of Directors. The Bylaws may be altered, amended or rescinded in the manner provided by said Bylaws. The Bylaws shall govern the administration of every property of the Condominium and will be distributed to all Unit Owners with the Declaration and other condominium documents.

ARTICLE X

Distribution Of Net Earnings

No part of the net earnings of this Association shall inure to the benefit of or be distributable to any individual; except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of its purposes, and to rebate excess assessments.

Indemnification

Every director and officer of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities (including attorneys fees) actually and necessarily incurred by or imposed upon him in connection with the claim, action, suit proceeding, investigation, or inquiry of whatever nature in which he may be involved as a party or otherwise by reason of his being or having been a director or officer of the Association (whether or not he is a director or officer at the time such costs, expenses or liabilities are incurred), except in relation to matters as to which he shall be finally adjudged in such action, suit proceeding, investigation or inquiry to be liable for willful misconduct or negligence toward the Association in the performance of his duties, or in the absence of such final adjudication, any determination of such liability by the opinion of legal counsel selected by the Association. The foregoing right of indemnification is in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law and inures to the benefit of the legal representatives of such person. The Association may insure its obligations under this Article. In the event of a settlement of such a claim, action, suit proceeding, investigation or inquiry of whatever nature (without a formal adjudication finding or result), the indemnification provided for herein shall only apply if the Board of Directors approves such settlement.

ARTICLE XII

Incorporator

The name and address of the incorporator is:

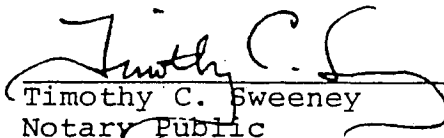
Thomas G. Beach
315 West Gorham Street
Madison, Wisconsin 53703

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation in duplicate original this 6th day of April, 1984.

Thomas G. Beach
Thomas G. Beach, Incorporator

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

Personally came before me this 6th day of April, 1984, the above-named Thomas G. Beach to me known to be the person who executed the foregoing instrument and acknowledged the same.



Timothy C. Sweeney
Notary Public
Dane County, State of Wisconsin
My commission is permanent.

(SEAL)

THIS DOCUMENT WAS DRAFTED
BY AND SHOULD BE RETURNED TO:

Timothy C. Sweeney
Walsh, Walsh, Sweeney & Whitney, S.C.
2 East Gilman Street, Suite 300
P.O. Box 1269
Madison, Wisconsin 53701

STATE OF WISCONSIN
FILED
APR 11 1984
DOUGLAS LA FOLLETTE
SECRETARY OF STATE

REGISTRY OFFICE
DANE COUNTY, WIS. SS
RECORDED ON
APR 13 1 28 PM '84
CAROL R. HANKE
REGISTER OF DEEDS

United States of America

RECORDER'S OFFICE
DANE COUNTY, WI.
JAN 1 1989
RECORDS & COMM. DIVISION

State of Wisconsin

2138014

OFFICE OF THE SECRETARY OF STATE

APR 28 2 21 PM '89

VOL 12767 PAGE 25

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PRO...
COLOR...
UNREPRODUCIBLE UNDER
FEDERAL LAW

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

6-

STATE OF WISCONSIN
FILED
APR 20 1989
DOUGLAS LA FOLLETTE
SECRETARY OF STATE

AMENDMENT TO ARTICLES OF INCORPORATION
of
HIGHLAND WOODS CONDOMINIUM HOMES, INC.
(a Wisconsin non-stock, non-profit corporation)

Resolved, That Section 2 of Article VI of the Articles of Incorporation of Highland Woods Condominium Homes, Inc. be stricken and the following Section 2, Article VI be substituted therefor:

Section 2. Directors shall be elected by the Members in accordance with the Bylaws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one year until the annual election in 1989. At the annual election in 1989, seven (7) directors shall be elected as follows: the three (3) persons receiving the highest number of votes for director shall be elected for a term of three (3) years each; the two (2) persons receiving the fourth and fifth highest number of votes for director shall be elected for a term of two (2) years each; and the two (2) persons receiving the sixth and seventh highest number of votes for director shall be elected for a term of one (1) year each. Thereafter, at the expiration of the term of each director elected at the annual election in 1989, the term of each position of director shall be for three (3) years and if the By-Laws are amended so there are to be more or less than a total of seven (7) director positions, at the time of the next annual election following such amendment, the terms of the directors shall continue to be for three (3) years and shall be staggered so that the number of directors for any three (3) year term shall not differ by more than one (1) from the number of directors for any other three (3) year term. In the event of a vacancy created by the resignation or removal of a director, the remaining directors may appoint a director to serve the balance of said unexpired term.

The undersigned officers of Highland Woods Condominium Homes, Inc., a Wisconsin corporation with its principal office in the City of Madison, Dane County, Wisconsin, certify that the foregoing amendment of the articles of incorporation of said corporation was adopted by the members on November 15, 1988 by the following vote:

Number of Members having voting rights	Number present in person or by proxy	Number Voting	
		For	Against
55	37	37	0

Executed in duplicate this _____ day of March, 1989, (Corporation has No Seal)

By: William Roeser
as Secretary
William Roeser

By: William T. Rieser
as President
Vice William T. Rieser

This document was drafted by: William T. Rieser; Stafford, Rosenbaum, Rieser & Hansen; 3 South Pinckney Street, Suite 1000; P.O. Box 1984; Madison, WI 53701-1784. (608) 256-0226

3. Done