

ARTICLES OF INCORPORATION
OF
HIGHLAND PARK COMMUNITY SERVICES ASSOCIATION, INC.

I, the undersigned, a natural person of the age of twenty-one (21) years or more hereby act as incorporator for the purpose of forming a body corporate in accordance with the provisions of the non-profit corporation laws of the State of North Dakota, and do hereby make, execute and acknowledge these Articles in writing.

I.

The name of the corporation is “Highland Park Community Services Association, Inc.”

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is formed is to engage in the business of providing by purchase, lease or otherwise, lands and improvements for recreational purposes and for a water supply system in this State for the use and benefit of its members and not for the purpose of pecuniary profit or other direct financial gain to the corporation itself or its members.

IV.

The affairs of the corporation are to be managed by the Board of Directors which shall consist of five (5) members. All members of the Board of Directors must own real estate in Highland Park, situated in Cass County, State of North Dakota, either directly or

through a corporation. The Board of Directors shall be elected by the voting membership at the annual meeting of the members and shall hold office for one (1) year or until their successors are elected in accordance with the provisions of the by-laws. The directors, who shall serve until the first annual meeting of the members of this corporation or until their successors are duly elected and qualified, are:

J. L. McCormick (Treasurer)
P.O. Box 2846
Fargo, North Dakota 58108

Robert Bakkum (President)
P.O. Box 2846
Fargo, North Dakota 58108

Thomas McCormick (Vice President)
P.O. Box 2846
Fargo, North Dakota 58108

David Bjone (Vice President)
1326 25th Street South
Fargo, North Dakota 58103

Erwin Johnson (Secretary)
P.O. Box 2846
Fargo, North Dakota 58108

V.

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record 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. Every leasee of a living unit constructed on any Lot who holds a written lease having an initial term of at least twelve (12) months shall be a member of the Association.

VI.

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A: Class A members shall be all Owners of Lots and shall be entitled to one (1) vote for each Lot owned.

Class B: Class B membership shall be the developer (as more fully defined in the Declaration); and shall be entitled to three (3) votes for each Lot owned. Class B memberships shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- A. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- B. On January 1, 1995.

In no event however shall the Class B membership cease prior to January 1, 1995, if the developer remains the owner of at least 25% of the lots or portions of lots as originally platted as part of Highland Park or any lot or portions of lots as originally platted in any subdivision annexed pursuant to the Declaration.

VII.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of member. 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

VIII.

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

IX.

SEVERABILITY

Invalidation of any one of these articles or sections of articles by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

X.

The address of the initial registered office of the corporation is 1326 25th Street South, Fargo, North Dakota, 58103, and the name of its initial registered agent at such address is: David Bjone.

XI.

The name and address of the incorporator herein is: Robert Bakkum, P.O. Box 2826, Fargo, North Dakota, 58108.

I, the above named incorporator, being first duly sworn, declare that I have read the foregoing application and know the contents thereof, and verily believe the statements therein to be true.

Robert Bakkum

Subscribed and sworn to before me this _____ day of _____, 19_____.

, Notary Public
Cass County, North Dakota
My commission expires:_____

(SEAL)