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ARTICLES OF INCORPORATION
OF
INSPIRATION COMMUNITY ASSOCIATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and statutes amendatory thereof, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is "Inspiration Community Association" (referred to as the "Corporation").

ARTICLE II

PURPOSES AND POWERS

The purposes for which the Corporation is formed, and its powers, are as follows:

a. To act as a master association within the meaning of Minnesota Statutes Chapter 515B (the "Act") and as the Master Association which is referred to in the Master Declaration of Covenants, Conditions, Restrictions and Easements of Inspiration (the "Master Declaration") recorded in the office of the applicable Washington County recording officer.

b. To perform certain administrative, maintenance and operational obligations as described in the Master Declaration, delegated to it by its members or otherwise undertaken, for the health, safety and welfare of the owners of the residential dwellings subject to the Master Declaration, and for the preservation of the value and aesthetic character of the Property described in the Master Declaration.

c. To exercise the powers and duties now or hereafter granted or imposed by law, by the Master Declaration, or by the Corporation's Articles of Incorporation or Bylaws, and to do all other lawful acts or things reasonably necessary for carrying out the Corporation's purposes; provided, that no actions shall be authorized or undertaken which violate any state or federal laws applicable to nonprofit corporations.

ARTICLE III

REGISTERED OFFICE

The location of the registered office of this Corporation shall be 3030 Centre Pointe Drive, Suite 800, Roseville, Minnesota 55113.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator of this Association are as follows: J. Patrick Brinkman, 220 South Sixth Street, Suite 2200, Minneapolis, Minnesota 55402.

**ARTICLE V
MEMBERSHIP/VOTING**

The members of this Corporation shall be those entities and persons described as members in the Master Declaration and the Bylaws of the Corporation. The Corporation may have more than one class of members, and the rights and preferences of members may be fixed or limited, if and to the extent provided in the Bylaws. Membership in the Association shall be transferable, but only as an appurtenance to and together with the Member's title to the Unit to which the membership is allocated. One membership is allocated to each Unit. The Member shall have the voting rights described in the Master Declaration or the Bylaws of the Corporation. Cumulative voting by Members is prohibited.

**ARTICLE VI
BYLAWS**

The Corporation shall have Bylaws for the regulation of its affairs. The initial Bylaws shall be adopted by the Corporation's first Board of Directors. Thereafter, the Bylaws may be amended or revoked only by a vote of the members as provided in the Bylaws.

**ARTICLE VII
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three persons, or such greater number as provided in the Bylaws. The directors shall be elected and shall conduct the affairs of the Corporation as provided in the Bylaws; provided, that during the period of time described in Section 12.5 of the Master Declaration, the rights of the members of the Corporation to elect directors shall be suspended, pursuant to authority granted by Section 515B.2-121(c)(3) of the Act.

**ARTICLE VIII
LIMITED LIABILITY**

The members of this Corporation shall not be subject to any personal liability for corporate obligations. In addition, no person who serves without compensation as a director, officer or agent of the Corporation 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 director, officer or agent of the Corporation, and did not constitute willful or reckless misconduct, except as follows:

- (1) an action or proceeding brought by the attorney general for a breach of a fiduciary duty as a director;
- (2) a cause of action to the extent it is based on federal law;
- (3) a cause of action based on the person's express contractual obligation; or
- (4) an act or proceeding based on a breach of public pension plan fiduciary responsibility.

Nothing in this Article limits an individual's liability for physical injury to another person or for wrongful death which is personally and directly caused by that individual.

ARTICLE IX

NO PECUNIARY GAIN

The Corporation shall not afford pecuniary 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, as provided in the Bylaws, subject to approval by the Board of Directors.

ARTICLE X

AMENDMENTS

Amendment of these Articles of Incorporation shall require the prior approval of members who hold at least two thirds of the voting power of all members, (i) at a meeting duly held for such purposes, or (ii) in writing; except that the registered office of the Corporation may be changed by the filing of a Certificate of Change of Registered Office in accordance with law.

ARTICLE XI

DURATION AND DISSOLUTION

The duration of the Corporation shall be perpetual, subject only to dissolution as provided in the applicable Minnesota Statutes. A voluntary dissolution shall be subject to prior written approval by (i) the Board of Directors and (ii) members authorized to cast at least eighty percent of the voting power of all members.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of April, 2005.



Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 2 2005


Secretary of State

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

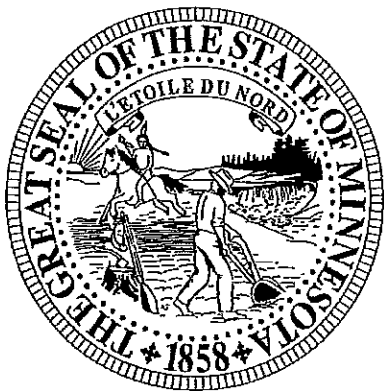
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Inspiration Community Association

Corporate Charter Number: 1338266-2

Chapter Formed Under: 317A

This certificate has been issued on 05/02/2005.



Mary Kiffmeyer
Secretary of State.