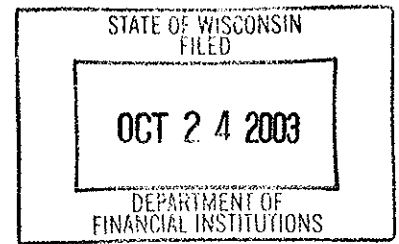


STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
2003 OCT 23 AM 10:42



**ARTICLES OF INCORPORATION  
OF  
SANDHILL HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator of a corporation organized under the Wisconsin Non-stock Corporation Law contained in Chapter 181, Wisconsin Statutes {1999-2000}, as amended, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of this corporation is Sandhill Homeowners Association, Inc. (hereafter" Association").

**ARTICLE II: PERIOD OF EXISTENCE**

The Association shall have perpetual existence unless dissolved pursuant to provisions of the Wisconsin Statutes then in effect.

**ARTICLE III: PURPOSES**

The purpose shall be: (i) to manage and operate the property owned by the "Unit Owners" in the Sandhill Condominium as defined in and as provided for in its recorded Condominium Declaration; and (ii) to engage in any activity allowed in the Condominium Declaration and in Chapter 703, Wisconsin Statutes {1999.2000}, as amended; provided however, such activity shall also be authorized under the Wisconsin Non-stock Corporation.

**ARTICLE IV: POWERS**

The Association shall have and exercise all of the powers enumerated in the Wisconsin Condominium Ownership Act and the Wisconsin Non-Stock Corporation Law, to the extent not inconsistent with the Condominium Ownership Act, the Declaration, or Bylaws, including without limitation, the following:

- (a) To exercise exclusive management and control of the common elements and facilities and limited common elements described and set forth in t the Declaration;
- (b) To hire, engage, employ or discharge such persons or entities as it may deem necessary or advisable to assist in the management of its affairs or to properly effectuate the duties and responsibilities of the Association as set forth in the Declaration;
- (c) To maintain, repair, replace, reconstruct, operate and protect the common elements and facilities and limited common elements as set forth in the Declaration;

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(d) To determine, levy and collect assessments against the Unit Owners and use the proceeds thereof in the exercise of its powers and duties, including without limitation, the payment of operating expenses of the Association and the common expenses relating to the maintenance, repair, replacement, reconstruction, operation and protection of the common elements and facilities and limited common elements as described and set forth in the Declaration;

(e) To enter into contracts on behalf of the Unit Owners, and act as agent of the Unit Owners, with regard to, among other things, common services as required for each unit, utilities, and such other matters as may be determined by the members of the Association;

(f) To purchase insurance on the condominium property and insurance for the benefit of the Association and its members as set forth in the Declaration;

(g) To make and amend Bylaws and reasonable rules and regulations governing, among other things, the use and operation of the condominium property in the manner provided by the Declaration;

(h) To enforce by legal means the provisions of the Condominium Ownership Act, the Declaration, the Bylaws, assessments and liens against the units, and any rules and regulations governing the use and operation of the condominium property;

(i) To acquire and hold title to units for the benefit of the Unit Owners pursuant to the right of first refusal, if any or otherwise, as set forth in the Declaration and to sell, lease, mortgage, vote the votes appurtenant to, and otherwise deal with said units so acquired for the benefit of all Unit Owners as set forth in the Declaration;

(j) To establish and maintain one or more bank accounts for deposit and withdrawal of the funds of the Association; and

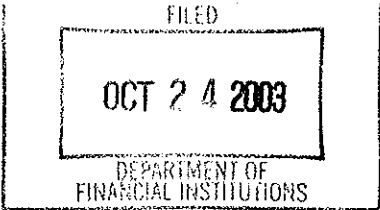
(k) To do all things necessary or convenient to effectuate the purposes of this Association and the Declaration.

#### ARTICLE V: MEMBERSHIP

All owners of units at Sandhill Condominium shall be entitled and required to be members of the Association, and membership shall at all times consist exclusively of and be limited to such Unit Owners. The Association shall have one class of membership.

#### ARTICLE VI: BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number, qualifications, manner of election, term and removal of Directors shall be prescribed by the



By-laws; provided, however, at no time shall the number of directors authorized be less than three (3).

ARTICLE VII: PRINCIPAL OFFICE AND REGISTERED AGENT

The location of the principal office of the Association is located in Dane County, Wisconsin, at 2923 Marketplace Dr #204 Madison, Wisconsin 53719. The initial registered agent of the Association is Gerald L. Wuebben, 2923 Marketplace Dr #204 Madison, Wisconsin 53719.

ARTICLE VIII: INCORPORATOR

The name and business address of the incorporator is Nicholas J. Loniello, 900 John Nolen Drive, Suite 130, Madison, Wisconsin 53713.

ARTICLE IX: 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; provided, however, 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.

ARTICLE X: AMENDMENTS

These Articles may be amended or repealed and new Articles may be adopted at any meeting of the members by a three-fourths (3/4) affirmative vote of the total membership; provided, however, that text of any such proposed change shall have been included in the notice of the meeting.

IN WITNESS WHEREOF, the aforesaid incorporator has executed the foregoing Articles of Incorporation, this 22<sup>nd</sup> day of October, 2003.

[NO CORPORATE SEAL]

*Nicholas J. Loniello*

STATE OF WISCONSIN

NICHOLAS J. LONIELLO  
Incorporator

COUNTY OF DANE

Personally came before me this 22<sup>nd</sup> of October, 2003, the above named Ronald M. Trachtenberg, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged the same.

Notary Public: *Wendy Russell*  
Dane County, State of Wisconsin  
My commission expires: *6/24/07*

y:03102207.55

State of Wisconsin  
Department of Financial Institutions  
Division of Corporate and Consumer Services



### ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:  
Sandhill Homeowners Association, Inc.

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article I is amended and restated to change the name of the corporation, as follows:  
"Article I: Name. The name of this corporation is Sandhill Homes Condominium Association, Inc."

ALSO: Article II is amended to change the name of the Condominium from "Sandhill Condominium" to be "Sandhill Homes, A Condominium."

B. Amendment(s) adopted on October 31, 2003

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)
- OR
- In accordance with sec. 181.1003, Wis. Stats. (By Members)
- OR
- In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3<sup>rd</sup> Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 10/31/2003  
(Date)

Title:  President  Secretary  
or other officer title \_\_\_\_\_

Rex A. Fletcher  
(Signature)

REX A. FLETCHER  
(Printed name)

This document was drafted by Attorney Nicholas J. Loniello  
(Name the individual who drafted the document)

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Attorney Nicholas J. Loniello  
LONIELLO, JOHNSON & SIMONINI  
900 John Nolen Drive - Suite 130  
Madison, WI 53713

▲ Your **return address** and **phone number** during the day: ( 608 ) 251 - 1526

**INSTRUCTIONS** (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$25.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3<sup>rd</sup> Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

- A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: . . . . . (set forth the amended article).
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3<sup>rd</sup> of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

- C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.
- D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.