

## ARTICLES OF INCORPORATION

OF

### RIVER'S BEND AT THE PRESERVE HOMEOWNER'S ASSOCIATION

The undersigned incorporator, who is a natural person and who is eighteen (18) years of age or older, in order to form a nonprofit corporation under Chapter 10-33 of the North Dakota Century Code, and laws amendatory thereof and supplemental thereto (the "North Dakota Nonprofit Corporation Act"), does hereby adopt the following Articles of Incorporation:

#### ARTICLE I.

##### Name

The name of this corporation shall be "River's Bend at the Preserve Homeowner's Association"

#### ARTICLE II.

##### Purposes

This corporation is organized and shall be operated exclusively for the purpose of carrying on one or more of the exempt functions of a homeowners association as defined in Section 528(c) of the Internal Revenue Code of 1986, as amended. Within the framework and limitations of the foregoing, the specific primary purposes of this corporation include: (a) the purpose of promoting, enhancing, managing and protecting the planned community to be hereafter established, which planned community shall be known as RIVER'S BEND AT THE PRESERVE FIRST ADDITION, and shall consist of the real estate located in the County of Cass, State of North Dakota, legally described on Exhibit A attached hereto and hereby made a part hereof, together with all buildings and improvements now or hereafter constructed or located thereon, and all rights, privileges, easements and appurtenances belonging to or in any way pertaining to said real estate; and (b) the purpose of furthering, executing, administering, governing, managing, maintaining and operating the plan of cooperative ownership and occupancy of the planned community.

For such purposes, and not otherwise, this corporation shall have and may exercise all powers that are afforded to this corporation by the North Dakota Nonprofit Corporation Act; provided, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that qualifies for exemption from income tax under Section 528(a) of the Internal Revenue Code of 1986.

All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section.

**ARTICLE III.**

Prohibited Activities

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to any of its directors or officers as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any director or officer or any other person having a personal and private interest in the activities of this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes described in Article II hereof.

**ARTICLE IV.**

Registered Agent

The name and address of the registered agent of this corporation is Frederick W. Burgum, 429 Main St., PO BOX 145, Arthur, North Dakota 58006-0145.

**ARTICLE V.**

Principal Office

The principal office of this corporation is 429 Main St., PO BOX 145, Arthur, North Dakota 58006-0145.

**ARTICLE VI.**

Board of Directors

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of selection or election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in or prescribed pursuant to the Bylaws of this corporation; provided that, notwithstanding anything to the contrary contained in the Bylaws, the number of directors constituting the Board of Directors shall be either three (3) or five (5), and shall not be any other number. The names and addresses of the persons who are to serve as the three (3) directors constituting the first Board of Directors are as follows:

Steve Stoner	28 N. 10th St., PO Box 89 Fargo, ND 58107
Frederick W. Burgum	429 Main St., PO BOX 145 Arthur, North Dakota 58006-0145

Brooks Burgum

429 Main St., PO BOX 145  
Arthur, North Dakota 58006-0145

**ARTICLE VII.**

Members

The members of this corporation shall be those persons described as Members in the Bylaws of this corporation, who shall have such voting rights as described in the Bylaws.

**ARTICLE VIII.**

Written Action by Directors

Notwithstanding anything contained in the Bylaws or implied thereby to the contrary, the Board shall have the right to take any action in the absence of a meeting which it could take at a meeting when authorized in writing signed, or consented to by authenticated electronic communication, by all of the directors.

**ARTICLE IX.**

No Personal Liability

Neither the directors, officers, committee members, employees or agents of this corporation shall be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of any of the directors, officers, committee members, employees or agents be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

**ARTICLE X.**

No Capital Stock

This corporation shall have no capital stock either authorized or issued.

**ARTICLE XI.**

Dissolution

This corporation may be dissolved in accordance with the laws of the State of North Dakota. In the event of dissolution of this corporation, all of its then assets shall be distributed in accordance with Section 10-33-105 of the North Dakota Nonprofit Corporation Act.

**ARTICLE XII.**

Powers of Corporation

The powers of this corporation shall be subject to and shall be exercised in accordance with Section 528 of the Internal Revenue Code of 1986 and to the extent not inconsistent with

Section 528 of the Internal Revenue Code of 1986, the provisions of the North Dakota Nonprofit Corporation Act, these Articles, the Bylaws of this corporation, and the provisions of the Declaration of Restrictive Covenants of River's Bend at the Preserve First Addition, as each may from time to time be amended or supplemented.

### **ARTICLE XIII.**

#### Amendment

Until the second Board of Directors of this corporation has been constituted pursuant to the Bylaws, an amendment to these Articles shall be considered adopted upon its receiving an unanimous vote of the directors constituting the first Board of Directors at a meeting thereof, notice of which containing the proposed amendment having been given to each of said directors at least one (1) day prior to said meeting. After the second Board of Directors has been constituted pursuant to the Bylaws, an amendment to these Articles shall be adopted upon its receiving an affirmative vote of the Members who have authority to cast at least seventy-five percent (75%) of the total votes in this corporation, in writing, at any regular, special or annual meeting of this corporation. Notwithstanding the foregoing, the registered office may be changed by filing a Certificate of Change of Registered Office in accordance with law.

### **ARTICLE XIV.**

#### Incorporator

The name and address of the incorporator is: Matthew L. Thompson, Attorney, Vogel Law Firm, 218 NP Avenue, Fargo, ND 58102.

I, the above named incorporator, have read the foregoing Articles of Incorporation, know the contents and believe the statements made therein to be true.

Dated this 12<sup>th</sup> day of August, 2013.

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Matthew L. Thompson, Incorporator

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THIS DOCUMENT WAS PREPARED BY:

Matthew Thompson  
Vogel Law Firm  
218 NP Ave, P.O. Box 1389  
Fargo, ND 58107-1389  
Telephone: (701) 237-6983  
Fax: (701) 476-7676

**EXHIBIT A**

**LEGAL DESCRIPTION**

**Lots 1-21, Block 1; and Lots 1-5 and Lot 7, Block 2; Lots 1-5 and Lots 8-17, Block 3; Lots 1-15, Block 4; Lots 1-16, Block 5; Lots 1-32, Block 6; Lot 1, Block 7; Lot 1, Block 8; and Lots 1-10, Block 9; all in River's Bend at the Preserve First Addition to the City of West Fargo, Cass County, North Dakota**

WRITTEN ACTION IN LIEU OF ORGANIZATIONAL MEETING  
BY THE FIRST BOARD OF DIRECTORS OF  
RIVER'S BEND AT THE PRESERVE HOMEOWNER'S ASSOCIATION

The undersigned, being the first Board of Directors of the River's Bend at the Preserve Homeowner's Association, a North Dakota nonprofit corporation (the "Association"), pursuant to Chapter 10-33 of the North Dakota Century Code and the Articles of Incorporation, hereby agree and take the following actions necessary to complete the organization of the Association effective as of the date on which the North Dakota Secretary of State issues a certificate of incorporation:

**Resolution No. 1:** Articles of Incorporation Filing

**RESOLVED:** That the President cause the Articles of Incorporation and the Certificate of Incorporation to be inserted in the records of the Association.

**Resolution No. 2:** Corporate Seal Rejection

**RESOLVED:** The Association will have no corporate seal.

**Resolution No. 3:** Fiscal Year Selected

**RESOLVED:** That the fiscal year of the Association shall end on the last day of December of each year.

**Resolution No. 4:** ByLaws Adopted

**RESOLVED:** That the Bylaws attached hereto are hereby adopted as the bylaws for the governance of the Association, and the President is hereby instructed to cause said Bylaws to be inserted in the records of the Association.

**Resolution No. 5:** Officers Elected

**RESOLVED:** That the following-named persons are hereby elected to the offices of the Association set forth opposite their names below:

<b>President</b>	Frederick W. Burgum
<b>Secretary &amp; Vice President</b>	Steve Stoner
<b>Treasurer</b>	Brooks Burgum

**Resolution No. 6:** Original Records Required

**RESOLVED:** That the Association shall keep at its principal executive office the original or copies of all records required by law.

**Resolution No. 7:** Reimbursement of Expenses Authorized

**RESOLVED:** That the Association shall pay for and reimburse all parties for organizational expenses incurred in connection with organizing the Association to the extent they are reasonable and necessary for the organization of the Association.

**Resolution No. 8:** Professional Services/Financial Matters

**RESOLVED:** The Officers of the Association are, and each of them singly hereby is, authorized and empowered for and on behalf of the Association to execute any and all documentation required of the Association in order to:

- A. Establish legal, accounting or other professional services for the Association;
- B. Establish new accounts with banks and other financial institutions for the Association (“Accounts”), and execute and deliver such instruments and documents required to establish such Accounts, and execute such instruments and documents necessary to maintain and utilize or to close or transfer the Accounts including, without limitation, the designation and authorization of other Officers of the Association as authorized signatories on any such account, with the power to issue electronic, oral, telephonic or written instructions with respect to the transfer of funds to and from the Accounts by electronic means, including, without limitation, automated clearinghouse systems (e.g., ACH) and wire, book transfer, or check or draft, and in connection with such designation, to establish limitations on the authority of any such designated signatory.

Dated effective the [INSERT DATE ARTICLES ARE ACCEPTED] day of August, 2013.

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Frederick W. Burgum, Director

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Steve Stoner, Director

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Brooks Burgum, Director