

ARTICLES OF INCORPORATION
OF
WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

The undersigned, being a natural person over the age of eighteen (18) years and acting as incorporator of a non-stock, non-profit corporation under the provisions of the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes, does hereby adopt the following as the Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be WHITNALL EDGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The period of existence of the corporation shall be perpetual.

ARTICLE III

Purposes for which this corporation is organized are as follows:

(a) To serve as an association of unit owners who own real estate and improvements under the condominium form of use and ownership, as provided in the Unit Ownership Act under the laws of the State of Wisconsin and subject to the terms and conditions of the Condominium Declaration for WHITNALL EDGE CONDOMINIUM, as recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin (hereinafter referred to as "Declaration");

(b) To serve as a means through which the unit owners may collectively and efficiently administer, manage, operate and control the condominium property in accordance with the Unit Ownership Act and the Declaration;

(c) To engage in activity included in the Unit Ownership Act and the Declaration within the purposes for which a non-stock, non-profit corporation may be organized under the Wisconsin Non-Stock Corporation Law; and

(d) To provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of Property described as: (See Exhibit A attached hereto and made a part hereof by reference as if set forth herein at length), and to promote the health, safety and welfare of the residents within the described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

ARTICLE IV

The corporation shall have all of the powers enumerated in the Wisconsin Non-Stock Corporation Law, to the extent not inconsistent with the Unit Ownership Act, or the Declaration, or the By-Laws, including without limitation, the following:

(a) To exercise exclusive management and control of the common areas and facilities and limited common areas described and set forth in the Declaration;

(b) To hire, engage or employ and 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 corporation as set forth in the Declaration;

(c) To maintain, repair, replace, reconstruct, operate and protect the common areas and facilities and limited common areas as set forth in the Declaration;

(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 operation expenses of the corporation and the common expenses relating to the maintenance, repair, replacement, reconstruction, operation and protection of the common areas and facilities and limited common areas 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 corporation and its members as set forth in the Declaration;

(g) To make and amend By-Laws and reasonable 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 Unit Ownership Act, the Declaration, the By-Laws 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, 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 corporation;

(k) To borrow money, and with the assent of two-thirds (2/3) of the entire membership of each class entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(l) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire membership of each class entitled to vote;

(m) To assign particular portions of storage areas which shall include parking within the Common Areas;

(n) To establish rules and regulations concerning parking, traffic, noise and abatement thereof, nuisances and abatement thereof, and recreational facilities; and

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

ARTICLE V

The Corporation shall have two classes of voting membership:

Class A.

Class A members shall be all condominium Unit Owners situated in WHITNALL EDGE CONDOMINIUM, as well as all condominium Unit Owners in any subsequent and additional condominiums declared out of the lands described in Exhibit A attached hereto, with the exception of the Developer and shall be entitled to one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall among themselves determine who shall vote for such Unit, but in no event shall more than one vote be cast with respect to any Unit. There can be no split vote. Prior to the time of any meeting at which a vote is to be taken, each Unit having co-owners shall file the name of the voting co-owner with the Secretary of the Association in order to be entitled to a vote at such meetings, unless such co-owners have filed a general voting authority applicable to all votes until rescinded.

Class B.

The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Unit owned or which may be built on the remaining portion of the lands described in Exhibit A attached, as well as those Units built or to be built in WHITNALL EDGE and which may be unsold,

after the recording of the Declaration for WHITNALL EDGE, as set forth in corresponding Article in the Declaration. The Class B Membership 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 such date when 75% of the Units shall have been sold and marketed.

ARTICLE VI

The location of the initial principal office of the Corporation shall be 6900 West Lincoln Avenue, West Allis, Wisconsin 53227, and the initial registered agent of the Corporation shall be Robert Yunker, 6900 West Lincoln Avenue, West Allis, Wisconsin 53227.

ARTICLE VII

The number of directors of the corporation shall be fixed in the By-Laws, but in no event shall be less than three (3). The manner in which directors shall be elected, appointed or removed shall be provided by the By-Laws.

The number of directors constituting the initial Board of Directors shall be two (2), and the names and addresses of the initial directors are:

- | | |
|----------------------|---|
| 1. Robert H. Kreuter | 6900 West Lincoln Avenue
West Allis, Wisconsin 53227 |
| 2. Robert Yunker | 6900 West Lincoln Avenue
West Allis, Wisconsin 53227 |

At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect replacement directors for a term of three years.

ARTICLE VIII

The name and address of the incorporator of this Corporation is:

Robert Yunker
6900 West Lincoln Avenue
West Allis, Wisconsin 53227

ARTICLE IX

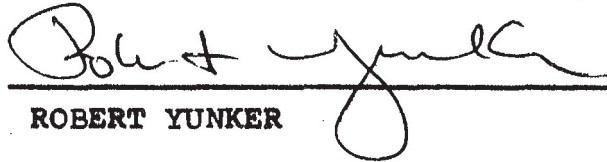
The Corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the assets or surplus of the Corporation shall be distributed to its members, directors, or officers, except upon dissolution of the Association. The Corporation may pay compensation in reasonable amounts to employees, members, directors, or officers for services rendered, except as limited in the By-Laws, and may confer benefits upon its members in conformity with its purposes.

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five (75%) percent of the voting members. 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.

ARTICLE X

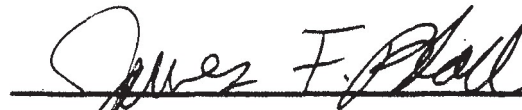
Amendment of these Articles shall require the assent of seventy-five (75%) percent of the votes as provided in Article IX.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Wisconsin, we, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 14th day of February, 1980.


ROBERT YUNKER

STATE OF WISCONSIN)
(SS.
COUNTY OF MILWAUKEE)

Personally came before me this 14th day of February, 1980, the above named ROBERT YUNKER, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein contained.


JAMES F. BLASK
Notary Public, Milwaukee County, WI
My commission is permanent.

DRAFTED BY:

JAMES F. BLASK
ATTORNEY AT LAW
2045 SO. 104th ST.
WEST ALLIS, WI 53227

PHONE: 414-327-0810