ARTICLES OF INCORPORATION
OF
ASSOCIATION OF BEECHNUT WOODS, INC.

The undersigned, being a natural person over the age of eighteen (18) years and acting as incorporator for the purpose of forming a non-stock, non-profit corporation under the provisions of Chapter 181 of the Wisconsin Statutes (the "Law"), does hereby adopt these Articles of Incorporation.

ARTICLE 1. NAME

The name of the corporation shall be Association of Beechnut Woods, Inc.

ARTICLE 2. PERIOD OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE 3. PURPOSES

The purposes for which this corporation is organized are as follows:

3.1 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 Chapter 703 of the Wisconsin Statutes as the same may be amended, renumbered or renamed from time to time (the "Act"), and subject to the terms and conditions of the Declaration of Condominium (the "Declaration") of Beechnut Woods Condominium (the "Condominium") as recorded in the office of the Register of Deeds for Ozaukee County, Wisconsin;

3.2 To provide for the administration, maintenance, preservation and control of the Condominium in accordance with and in furtherance of the Declaration created under and pursuant to the Act; and

3.3 To engage in any lawful activity within the purposes for which a non-stock, non-profit corporation may be organized under law, subject to the Act and the Declaration.

ARTICLE 4. MEMBERS AND VOTING

The owner of any unit in the Condominium as such ownership is defined in the Declaration, shall automatically be a member of this corporation upon acquisition of ownership. Each member shall remain a member until such time as ownership ceases for any reason, at which time membership in this corporation shall automatically cease. The respective rights, qualifications and obligations of each of the members of this corporation are set forth in the Declaration and By-Laws of this corporation.

ARTICLE 5. PRINCIPAL OFFICE AND REGISTERED AGENT

The name and principal office address of the initial registered agent shall be MIBEF Corporate Services, Inc., 100 East Wisconsin Avenue, Suite 3300, Milwaukee, Wisconsin 53202-4286.

ARTICLE 6. DIRECTORS

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

The number of directors constituting the initial Board of Directors shall be three (3), and their names and addresses are:

Daniel L. Johnson
Suite 203
131 E. Wisconsin Avenue
Pewaukee, WI 53072

Dale L. Maas
Suite 203
131 E. Wisconsin Avenue
Pewaukee, WI 53072

Kelly Herrmann
Suite 203
131 E. Wisconsin Avenue
Pewaukee, WI 53072

ARTICLE 7. INCORPORATOR

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

Paul G. Hoffman
Michael, Best & Friedrich LLP
100 E. Wisconsin
Milwaukee, Wisconsin 53202-4108

ARTICLE 8. AMENDMENTS

Amendment of these Articles of Incorporation shall require the assent of seventy-five (75%) percent of the entire membership of this corporation.

ARTICLE 9. STOCK, DIVIDENDS AND DISSOLUTION

This corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the assets or surplus of this corporation shall be distributed to its members, directors or

officers. Subject to its By-Laws, this corporation may pay compensation in reasonable amounts to employees, members, directors or officers for services rendered or to provide reimbursement for expenses incurred by such persons on behalf of the corporation. This corporation may be dissolved with the written consent of not less than seventy-five (75%) percent of the members. Upon dissolution of this corporation, other than incident to a merger or consolidation, all of its assets, after payment of its liabilities, shall be distributed to one or more non-profit corporations, societies, trusts or other organizations and/or dedicated to an appropriate public agency or agencies; provided, however, that any such non-profit corporation, society, trust, other organization or public agency has purposes deemed by a majority of the directors of this corporation to be similar to those of this corporation and that if no entity of similar purpose is deemed to exist, then all of the assets of this corporation, after payment of its liabilities, shall be distributed to a non-profit corporation, society, association, trust or other organization, or any one or more of the foregoing, devoted to the promotion of aesthetic, cultural or educational purposes.

Executed on this ___ day of _____, 1998.

_____
Paul G. Hoffman

ACKNOWLEDGMENT

State of Wisconsin)
)
County of Milwaukee)

This instrument was acknowledged before me on March ___, 1998 by Paul G. Hoffman.

_____
Notary Public, State of Wisconsin
My Commission expires:_____.

This instrument was drafted by
and should be returned to:
Paul G. Hoffman
MICHAEL, BEST & FRIEDRICH LLP
100 East Wisconsin Avenue, # 3300
Milwaukee, WI 53202-4108