ARTICLES OF INCORPORATION

TABLE OF CONTENTS

		PAGE
1.	RESOLUTION	1
2.	AMENDMENT TO ARTICLE V	2
3.	AMENDMENT TO EXHIBIT A	3

RESOLUTION

JAMES J. KRAHN, being the sole member of The Willows Condominium Association, a not-for-profit corporation,

A meeting was held on May 24, 1996 at the offices of Heritage Title Services, Brookfield, Wisconsin by the members of the Association, JAMES J. KRAHN being the sole member. Said meeting was held on waiver of notice and without wriiten agenda.

The sole business to come in front of the meeting was a change in the Articles of Incorporation. JAMES J. KRAHN reported that the Articles of Incorporation are being changed to convert the Codnominium Association from an expandable one to a non-expandable one. He stated the reason for such change is that, originally, he intended to build an expandable condominium with three (3) phases, but since almost all of the eleven (11) - eight (8) unit buildings are already pre-sold, there was no need for expandability and all of the 88 units will now be in a single phase.

THEREFORE, upon the motion of JAMES J. KRAHN and by unanimous consent, the Articles of Incorporation were amended, per attached Exhibit A, which is incorporated by reference.

There being no further business to come before the meeting, the meeting adjourned.

Dated this 24th day of May , 1996.

Willows Condominium Association

By: James J. Krahn

AMENDMENT TO ARTICLE V

The Association shall have two classes of voting membership:

Class "A" members shall be all condominium unit owners situated in Willows, with the exception of 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 be members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote the 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to a vote at such meeting, unless such co-owners have filed a general voting authority applicable to all votes until rescinded.

The Class B members 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 built or to be built in Willows and which may be unsold, after the recording of the Declaration for Willows Condominium. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events:

When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership (the date upon which 75% of the units shall have been sold)

OR

Three years after the date of the first deed to a Class A member shall have been recorded.

EXHIBIT
A

AMENDMENT TO EXHIBIT A

THE WILLOWS - Lot 5 in THE WILLOWS being a part of the SE 1/4 and the SW 1/4 of the SE 1/4 of Section 4, T 6 N, R 20 E, in the City of New Berlin, Waukesha County, Wisconsin.

EXHIBIT