

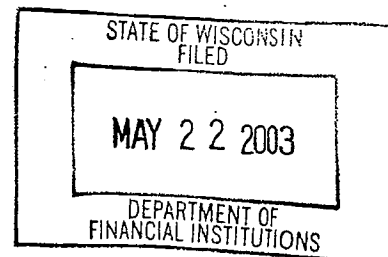
Articles of Incorporation

Candlewood Village

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ARTICLES OF INCORPORATION



OF

CANDLEWOOD VILLAGE CONDOMINIUM OWNERS ASSOCIATION, INC.

The undersigned, 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"), hereby adopts these Articles of Incorporation:

1. Name. The name of the corporation shall be Candlewood Village Condominium Owners Association, Inc. (the "Association").
2. Existence. The Association shall have perpetual existence.
3. Purposes. The Association is organized pursuant to a certain Declaration of Condominium of Candlewood Village Condominium recorded in the office of the Register of Deeds of Milwaukee County ("Declaration"), to which reference is made for the definition of capitalized terms herein, and shall have the following purposes: (a) to serve as an association of owners of Units within the Candlewood Village Condominium (the "Condominium"); (b) to provide for the administration, maintenance, preservation and control of the Condominium and Common Elements located therein; (c) to assess the owners of Units for the cost of the foregoing; and (d) to engage in any lawful activity within the purposes for which a non-stock corporation may be organized under the Law, subject, however, to the Declaration.
4. Members. Members shall consist of the Owners, as defined in the Declaration.
5. Principal Office. The location of the initial principal office of the Association shall be W228 N745 Westmound Drive, Waukesha, Wisconsin 53186.
6. Registered Agent. The initial registered agent of the Association shall be Brian Cummings, W228 N745 Westmound Drive, Waukesha, Wisconsin 53186.
7. Incorporator. The name and address of the incorporator is:

Timothy J. Voeller
100 East Wisconsin Avenue, #3300
Milwaukee, Wisconsin 53202
8. Stock and Dividends. The Association shall neither have nor issue shares of stock. No dividend shall ever be paid and no part of the assets or surplus of the Association shall be distributed to its Members, directors or officers. The Association, upon specific resolution by the Members, may pay compensation in reasonable amounts to members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purposes.

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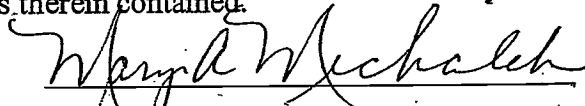
9. Dissolution. The Association may be dissolved only upon the removal of the Condominium property from the Condominium Act. Upon dissolution, other than incident to a merger or consolidation, all of the assets of the Association, after payment of its liabilities, shall be distributed to one or more 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 the Association to be similar to those of this Association and that if no such entity is deemed to exist, then all of such assets, after payment of such 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 14th day of May, 2003.


Timothy J. Voeller

State of Wisconsin)
) ss
Milwaukee County)

Personally before me, this 14th day of May, 2003, came Timothy J. Voeller, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same for the purposes therein contained.


Notary Public, State of Wisconsin
My commission: 11.23.03

This document was drafted by:
Timothy J. Voeller, Esq.
Michael, Best & Friedrich LLP
100 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

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