ARTICLES OF INCORPORATION

OF

EAST SUTTON CONDOMINIUM ASSOCIATION, 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 EAST SUTTON CONDOMINIUM ASSOCIATION, 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:

(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 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 EAST SUTTON, A Village of Brookshire Condominium (the "Condominium") as recorded in the office of the Register of Deeds for Waukesha County, Wisconsin;

(b) 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

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

ARTICLE 4
MEMBERS AND VOTING

The record owner of the fee title to any Unit and an undivided interest in the Common Elements, as defined in the Declaration, shall automatically be a member of this corporation upon becoming such owner and shall remain a member thereof until such time as his ownership ceases for any reason, at which time his membership in this corporation shall automatically cease. The respective rights and qualifications of each of the members of this corporation are set forth in the By-Laws of this corporation.

ARTICLE 5
PRINCIPAL OFFICE AND REGISTERED AGENT

The location of the principal office of this corporation shall be 217 Wisconsin Avenue, Waukesha, Wisconsin 53186 and the initial registered agent shall be L. B. Hardy at the above address. WAUKESHA CO.

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 five (5), and the names and addresses of the initial directors are:

L. B. Hardy	217 Wisconsin Avenue, Waukesha, WI 53186
Lynn Geoffrey	217 Wisconsin Avenue, Waukesha, WI 53186
Jean Woyahn	217 Wisconsin Avenue, Waukesha, WI 53186
Joanne Dukes	217 Wisconsin Avenue, Waukesha, WI 53186
Joyce Orr	217 Wisconsin Avenue, Waukesha, WI 53186

ARTICLE 7
INCORPORATOR

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

L. B. Hardy
217 Wisconsin Avenue
Waukesha, WI 53186

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. This corporation may pay compensation in reasonable amounts to employees, members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purposes.

This corporation may be dissolved with the assent given in writing and signed by 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 none of the foregoing entities are 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 in duplicate on this 18th day of February, 1988.

L. B. Hardy

L. B. Hardy

STATE OF WISCONSIN)
) SS
COUNTY OF WAUKESHA)

Personally came before me, this 18th day of February, 1988, the above named L. B. Hardy, 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.

Jean A. Wagner

Notary Public, State of Wisconsin
My commission: June 26, 1988

STATE OF WISCONSIN
FILED

MAR 17 1988

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

This document was drafted by Hal Karas and Paul G. Hoffman of Michael, Best & Friedrich, 250 East Wisconsin Avenue,
Ret to → Milwaukee, Wisconsin 53202

RESOLUTION

The undersigned, being all of the Directors of East Sutton Condominium Association, Inc. (the "Association"), acting pursuant to Wisconsin Statute Section 181.72; Article 6, Section 1 of the Declaration of Condominium of East Sutton, a Village of Brookshire Condominium ("Declaration", to which reference is made for definition of terms appearing herein not otherwise defined herein) and Article 7, Section 1 and Article 5, Section 3(b) of the Bylaws of the Association, hereby unanimously adopt the following resolution as though adopted at a duly called meeting therefor:

> WHEREAS, the Declaration and the Bylaws authorize the Association, acting through its Board of Directors, to levy assessments in connection with the administration of the Condominium, including, without limitation, sums "required for improvements, capital expenditures, reserves or replacement funds, or other operations not included in the above which shall be included in the budget."
>
> WHEREAS, the Association has established and is collecting funds for an initial working capital fund ("Initial Working Capital Fund") as required under Article 6, Sec. 5 of the Declaration, and such Section requires deposits into such fund only upon conveyances of units from the Declarant, as defined in the Declaration.
>
> WHEREAS, the Board believes that the maintenance and continued funding of a working capital fund is desirable for the capitalization of the Association and the administration of the Condominium and desires to establish a working capital fund to which

contributions will be made upon the conveyance of units by owners other than the Declarant.

WHEREAS, the establishment of such Working Capital Fund has been discussed at a meeting of the Members and conceptual approval given by a majority of the Members in attendance.

NOW, THEREFORE, BE IT RESOLVED that:

1. There is hereby established a working capital fund ("Working Capital Fund"), to be funded in the manner provided below. Amounts paid to the Working Capital Fund are not to be considered as advance payments of installments of regular assessments. Such Working Capital Fund shall be kept in a segregated account, provided that it may be commingled with the Initial Working Capital Fund until such time as the Initial Working Capital Fund must be disbursed or transferred pursuant to the Declaration. The monies deposited in the Working Capital Fund may be applied to meet common expenses of the Association, may be applied to reduce regular assessments otherwise due and payable or may be transferred in part or in whole to the Association's capital improvements reserve fund or other reserve funds. Subject to the limitations set forth herein, the Board of Directors, by majority vote, shall decide upon the use of the monies deposited in this Working Capital Fund.

2. There is hereby levied an assessment for the purpose of funding the Working Capital Fund in an amount equal

to two times the scheduled monthly installments of the regular assessment levied by the Association, which shall be determined and be due and payable at the time of the conveyance of each Unit by an Owner other than the Declarant. Failure to pay such assessment within five days after demand therefor by the Association shall subject the transferor Owner and the transferee Owner to such rights and remedies as may be available to the Association under the Declaration, the Bylaws or the Act. No payment shall be due upon a conveyance made as a result of operation of law (e.g. the passing of title upon death of an Owner to his or her joint tenants, spouse or heirs) or as a result of a sheriff's deed to a Mortgagee or deed-in-lieu of foreclosure to a Mortgage.

3. This resolution, and as it may be amended from time to time, may be referred to as the "East Sutton Working Capital Fund Regulation." This resolution may be amended from time to time without notice or hearing to the Members, but a copy of such amendment shall be mailed to each Member at his or her Unit before the Members shall be subject to such amendment. A copy of or memorandum of this regulation may be recorded in the Office of the Waukesha County Register of Deeds and, if so done, any amendments or terminations of this regulation must be similarly recorded.

Executed at Waukesha, Wisconsin this 5th day of September, 1990.

Ray Strobel, President	Ray Strobel
John Kent, Vice President	John Kent
Carol Dolphin, Secretary	Carol J. Dolphin
Rob McKenzie, Treasurer	Robert C. McKenzie
L. B. Hardy, Director	LB Hardy

HAL KARAS & PAUL G. HOFFMAN
MICHAEL, BEST & FRIEDRICH
250 E. WISCONSIN AVE.
MILWAUKEE WI 53202

UNITED STATES OF AMERICA

The State of Wisconsin

DATE: MARCH 17, 1988

OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

EAST SUTTON CONDOMINIUM ASSOCIATION, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under

CHAPTER 181-THE WISCONSIN NONSTOCK CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 03/17/1988

Douglas La Follette

DOUGLAS La FOLLETTE

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Form 14

United States of America

State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

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To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

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