ARTICLES OF INCORPORATION
(Nonstock Corporation)

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT CAPITAL STOCK AND NOT FOR PROFIT:

Article 1. Name

The name of the Corporation shall be WATER STREET LOFTS CONDOMINIUM ASSOCIATION, INC. (*Name changed by amendment. Originally filed as Water Street Lofts Condominium Owners' Association, Inc.*)

Article 2. Period of Existence

The period of existence shall be perpetual.

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 (such real estate and improvements referred to as "**condominium property**"), as provided in the Condominium Ownership Act under the laws of the State of Wisconsin and subject to the terms and conditions of the Condominium Declaration for WATER STREET LOFTS CONDOMINIUM, as recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin (referred to as "**Declaration**");

B. To serve as a means through which the Unit Owners may administer, manage, operate and control the condominium property in accordance with the Condominium Ownership Act and the Declaration; and

C. To engage in any lawful activity authorized by Chapter 181 of the Wisconsin Statutes, subject to the Condominium Ownership Act and the Declaration.

Article 4. Principal Office

The location of the initial principal office of the Corporation shall be in Milwaukee County at 200 S. Water Street, Milwaukee, Wisconsin 53204.

Article 5. Registered Agent

The name of the initial registered agent is David Zazove.

Article 6. Address of Registered Agent

The address of the registered agent is 200 S. Water Street, Milwaukee, Wisconsin 53204.

Article 7. Amendment

These Articles may be amended in the manner authorized by law at the time of amendment.

Article 8. Directors

The number of directors of the Corporation shall be three (3). The manner in which directors shall be elected, appointed or removed shall be provided by the By-Laws.

Article 9. Names and Addresses of Initial Directors

The initial directors of the Corporation are David Zazove, 200 S. Water Street, Milwaukee, Wisconsin 53204, Jean M. Stefaniak, 200 S. Water Street, Milwaukee, Wisconsin 53204, and Bradley T. Babor, 223 Aqua View, Cedarburg, WI 53012.

Article 10. Members

There shall be one class of voting members. The rights and qualifications of such members are set forth in the Declaration and the By-Laws of the Corporation.

Article 11. Powers

The Corporation shall have all of the powers of a nonstock corporation as presently enumerated in the Wisconsin Nonstock Corporation Laws, Chapter 181 of the Wisconsin Statutes, and all powers of an association, absolute and conditional, as presently enumerated in the Condominium Ownership Act, Chapter 703 of the Wisconsin Statutes, and as these statutes may be later amended, in each case to the extent such powers are not inconsistent with the Declaration and the By-Laws of the Corporation.

Article 12. Not For Profit

The Corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the net earnings, assets or surplus of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or any other private individual other than by a rebate of excess membership dues, fees or assessments. The 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 and to the extent not prohibited in its By-Laws.

Article 13. Incorporator

The name and address of the incorporator of this Corporation is David Zazove, whose address is 200 S. Water Street, Milwaukee, Wisconsin 53204.

Executed in duplicate this 14th day of August, 2002

/s/ David Zazove
David Zazove, Incorporator

STATE OF WISCONSIN)
(§
WAUKESHA COUNTY)

Personally came before me this 14th day of August, 2002, the above-named incorporator, David Zazove, to me known to be the person who executed the foregoing instrument and acknowledged the same.

/s/ John E. Rupke
John E. Rupke
Notary Public, State of WI
My Commission is permanent.

This Instrument was drafted by :
John E. Rupke
SCHMIDT & RUPKE, S.C.
17100 W. North Avenue
Brookfield, WI 53005-4436
(262) 814-0080

ok

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AUG 1 4 2002

WISCONSIN DFI

ARTICLES OF INCORPORATION
(Nonstock Corporation)

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT CAPITAL STOCK AND NOT FOR PROFIT:

Article 1. Name

The name of the Corporation shall be WATER STREET LOFTS CONDOMINIUM OWNERS' ASSOCIATION, INC.

Article 2. Period of Existence

The period of existence shall be perpetual.

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 (such real estate and improvements referred to as "**condominium property**"), as provided in the Condominium Ownership Act under the laws of the State of Wisconsin and subject to the terms and conditions of the Condominium Declaration for WATER STREET LOFTS CONDOMINIUM, as recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin (referred to as "**Declaration**");

B. To serve as a means through which the Unit Owners may administer, manage, operate and control the condominium property in accordance with the Condominium Ownership Act and the Declaration; and

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Article 13. Incorporator

The name and address of the incorporator of this Corporation is David Zazove, whose address is 200 S. Water Street, Milwaukee, Wisconsin 53204.

Executed in duplicate this 14th day of August, 2002

David Zazove, Incorporator

STATE OF WISCONSIN)
(§
WAUKESHA COUNTY)

Personally came before me this 14th day of August, 2002, the above-named Incorporator, David Zazove, to me known to be the person who executed the foregoing instrument and acknowledged the same.

John E. Rupke
Notary Public, State of WI
My Commission is permanent.

JOHN E. RUPKE NOTARY PUBLIC STATE OF WISCONSIN

This Instrument was drafted by :
John E. Rupke
SCHMIDT & RUPKE, S.C.
17100 W. North Avenue
Brookfield, WI 53005-4436
(262) 814-0080

$35.00 + $25.00
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ARTICLES OF INCORPORATION
CHAPTER 181

STATE OF WISCONSIN
FILED
AUG 15 2002
DEPARTMENT OF
FINANCIAL INSTITUTIONS

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