SUNSET HOMES CONDOMINUMS

Sunset Homes Association, Inc.

Sunset Homes Association, Inc. is a condominium complex situated on the south side of the City of Waukesha. It consists of 120 units housed in 12 buildings on approximately 8-1/2 acres. It is bounded by Garfield Avenue to the South, Hwy. F (East Avenue) to the West, Sunset Avenue to the North, and Big Bend Road to the East.

The Association was incorporated in 1972, with construction of buildings completed in 1975. All buildings are of frame and brick construction with cedar exteriors and asphalt and cedar shake roofs. All parking is on asphalt paved parking areas, and approximately 250 parking spaces are interspersed in the complex. Two utility buildings provide storage for Association equipment.

ARTICLES OF INCORPORATION
OF
THE SUNSET HOMES ASSOCIATION, INC.

			PAGE
ARTICLE I	-	NAME OF CORPORATION	1
ARTICLE II	-	LOCATION	1
ARTICLE III	-	REGISTERED AGENT	1
ARTICLE IV	-	NAME AND ADDRESS OF INCORPORATOR	1
ARTICLE V	-	PURPOSE AND POWERS OF ASSOCIATION	1
ARTICLE VI	-	MEMBERSHIP	3
ARTICLE VII	-	VOTING RIGHTS	3
ARTICLE VIII	-	BOARD OF DIRECTORS	3
ARTICLE IX	-	DISSOLUTION	4
ARTICLE X	-	DURATION	4
ARTICLE XI	-	AMENDMENTS	4
ARTICLE XII	-	FHA/VA APPROVAL	5

ARTICLES OF INCORPORATION

OF

THE SUNSET HOMES ASSOCIATION, INC.

ARTICLE I

The name of the corporation is THE SUNSET HOMES ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 125 East Wells Street, Milwaukee, Wisconsin 53202.

ARTICLE III

James J. Barden, whose address is 125 East Wells Street, Milwaukee, Wisconsin 53202, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

The name and address of the Incorporator is James J. Barden, 125 East Wells Street, Milwaukee, Wisconsin 53202.

ARTICLE V

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property identified in Exhibit I attached hereto; and to promote the health, safety and welfare of the residents within the described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the certain Declaration

of Covenants, Conditions and Restrictions hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Register of Deeds, of Waukesha County, Wisconsin and as the same may be amended from time to time as therein provided;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidation with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

(g) assign particular portions of storage areas which shall include parking within the Common Areas for exclusive use by Owners of particular Units;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Wisconsin Non-Profit Corporation Law by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the 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 be 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.

Class B. The Class B member(s) 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 as set forth in Article X of the Declaration. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on September 15,1977

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the five persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
Earl D. Lillydahl	125 E. Wells St., Milwaukee, Wis.
James J. Barden	125 E. Wells St., Milwaukee, Wis.
Jack Recht	5400 N. 27th St., Milwaukee, Wis.
Melvin R. Goldin	5400 N. 27th St., Milwaukee, Wis.
David N. Siegel	5400 N. 27th St., Milwaukee, Wis.

At the first annual meeting, the members shall elect three directors for a term of one year, and two directors for a term of two years.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voting members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropiate public agency to be used for purposed similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the votes as provided in Article VII.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership and if application for FHA or VA mortgage insurance has been made and not withdrawn for any Unit described in the Declaration, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution or amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Wisconsin, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this

James J. Barden

STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

Personally came before me this 1st day of JUNE, 1972 the above named James J. Barden, to me known to be the person who executed the foregoing Articles of Incorporation and acknowledged the same.

Earl D. Lillydahl, Jr.
Notary Public, Milwaukee County, Wisconsin

My commission is permanent

This instrument was drafted by Attorney James J. Barden

EXHIBIT I

All that part of the Northwest Quarter (NW 1/4) of Section 14, Town 6 North, Range 19 East, City of Waukesha, Waukesha County, Wisconsin, bounded and described as follows: Commencing at the Northwest corner of said Northwest Quarter (NW 1/4); thence South 1°56'00" West along the west line of said Northwest Quarter (NW 1/4) and the center line of County Trunk Highway "F" 431.20 feet; thence South 89°42'30" East 65.03 feet to the east right-of-way line of said C.T.H. "F" and the place of beginning of the lands hereinafter to be described; thence continuing South 89°42'30" East 747.19 feet to the west right-of-way line of Big Bend Road (former C.T.H. "F"); thence South 0°45'15" East along the west line of said Big Bend Road 430.00 feet; thence North 88°00'00" West 495.00 feet; thence North 21°27'18" West 118.747 feet; thence North 89°42'30" West 225.00 feet to the east right-of-way line of said C.T.H. "F"; thence North 1°56'00" East along the east right-of-way line of said C.T.H. "F" 305.00 feet to the place of beginning. Containing 6.6686 acres of land.

Subject to a 15 feet wide limited highway easement as recorded in Volume 1080 of Deeds on Page 617 as Document No. 683112, Waukesha County Registry.

ARTICLES

S 12728

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

JUN 6 1972

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

$25.00

BY:

EARL D. HILLYARD
125 E. WELLS ST.
MILW., WIS.
53202