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STATE OF WISCONSIN

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ARTICLES OF INCORPORATION  
OF

QUIETWOOD CREEK HOMEOWNERS ASSOCIATION, INC.  
(A Nonstock, Non-Profit Corporation)

The undersigned, being a natural person over the age of eighteen (18) years and acting as incorporator of a nonstock nonprofit corporation under the provisions of the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, does hereby adopt the following as Articles of Incorporation of such corporation:

ARTICLE I.

Name

The name of the Corporation shall be Quietwood Creek Homeowners Association, Inc. (the "Association").

ARTICLE II.

Period of Existence

The period of existence of the Association shall be perpetual.

ARTICLE III.

Purposes

The purposes for which this Association is organized are as follows:

A. To serve as an association of owners of real estate and improvements in Quietwood Creek, and any additions thereto (the "Property"), subject to the terms and conditions of the Declaration of Deed Restrictions for the Property recorded in the Office of the Register of Deeds for Waukesha County, Wisconsin, as the same may be amended from time to time (hereinafter referred to as "Deed Restrictions");

B. To serve as a means through which the owners may collectively and efficiently administer, manage, operate and control the Property in accordance with the Deed Restrictions and the By-Laws of the Association; and

C. To engage in lawful activity included in and permitted under the Deed Restrictions within the purposes for which a nonstock, nonprofit corporation may be organized under the Wisconsin Nonstock Corporation Law.

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**ARTICLE IV.****Powers**

The Association shall have and exercise all of the powers enumerated in the Wisconsin Nonstock Corporation Law, to the extent not inconsistent with the Deed Restrictions, or the By-Laws, including without limitation, the following:

A. To hire, engage or employ and discharge such persons or entities as it may deem necessary or advisable to assist in the management of its affairs or to properly effectuate the duties and responsibilities of the Association as set forth in the Deed Restrictions;

B. To maintain, repair, replace, reconstruct, operate and protect certain entrance signs, landscaping and other improvement affecting the Property as set forth in the Deed Restrictions;

C. To determine, levy and collect assessments against the owners and use the proceeds thereof in the exercise of its powers and duties, including without limitation, the payment of operating expenses of the Association and the common expenses relating to the maintenance, repair, replacement, reconstruction, operation and protection of the areas described above as set forth in the Deed Restrictions;

D. To enter into contracts on behalf of the owners and act as agent of the owners, with regard to, among other things, common services as required for each separate tract or parcel of land within the Property; utilities and such other matters as may be determined by the members of the Association;

E. To make and amend By-Laws and reasonable rules and regulations governing, among other things, the use and operation of the Property in the manner provided by the Deed Restrictions;

F. To enforce by legal means the provisions of the Deed Restrictions, the By-Laws, assessments and liens, and any rules and regulations governing the use and operation of the Property;

G. To establish and maintain one or more bank accounts for deposit and withdrawal of the funds of the Association; and

H. To do all things necessary or advisable to effectuate the purpose of this Association and the Deed Restrictions.

**ARTICLE V.**

**Members**

All owners of land in Quietwood Creek shall be entitled and required to be members of the Association, and membership shall be limited to such owners. The respective rights, qualifications and obligations of membership shall be as set forth in the By-Laws of the Association.

**ARTICLE VI.**

**Principal Office and Registered Agent**

The location of the initial principal office of the Association shall be 12720 West North Avenue, Brookfield, Wisconsin 53005 and the initial registered agent at such address shall be William W. Carity.

**ARTICLE VII.**

**Directors**

The number of directors of the corporation shall be as fixed in the By-Laws, but in no event shall be less than three. The manner in which directors shall be elected, appointed or removed shall be provided in the By-Laws.

The number of directors constituting the initial Board of Directors shall be three and the names and addresses of the initial directors are:

William W. Carity	12720 West North Avenue Brookfield, WI 53005
Kenneth P. Servi	12720 West North Avenue Brookfield, WI 53005
Kristin N. Carity	12720 West North Avenue Brookfield, WI 53005

**ARTICLE VIII.**

**Officers**

The principal officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected, appointed or removed in the manner provided by the By-Laws, and shall have and exercise the powers and duties assigned in the By-Laws.

**ARTICLE IX.**

**Incorporator**

The names and address of the incorporator of this Association is: William W. Carity, 12720 West North Avenue, Brookfield, Wisconsin 53005.

**ARTICLE X.**

**Stock, Dividends, Dissolution**

The Association shall not have or issue shares of stock. No dividend shall ever be paid to members of the Association, and no part of the income, assets or surplus of the Association shall be distributed to its members, directors or officers except upon dissolution of the Association. The Association may pay compensation in reasonable amounts to employees, members, directors or officers for services rendered except as limited in the By-Laws, and may confer benefits upon its members in conformity with its purposes.

In the event of dissolution of the Association, all of the Association's assets, after payment of its liabilities and obligations, shall be distributed to the members of the Association in accordance with the number of lots owned in Quietwood Creek Subdivision.

**ARTICLE XI.**

**Amendment**

These Articles may be amended in the manner provided by law at the time of amendment, as limited by applicable provision in the By-Laws.

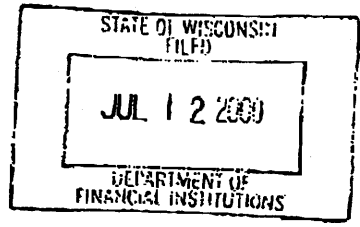
IN WITNESS WHEREOF, the undersigned has executed these Articles in duplicate this 10th day of July, 2000.

*William W. Carity*  
\_\_\_\_\_  
William W. Carity, Incorporator

STATE OF WISCONSIN )  
                          ) SS.  
MILWAUKEE COUNTY )

Personally came before me this 10th day of July, 2000, the above named William W. Carity to me known to be the person whose name is subscribed to the foregoing Articles of Incorporation and he acknowledged that executed the same for the purposes therein contained.

*Kim Shapiro*  
\_\_\_\_\_  
Notary Public, State of Wisconsin  
My Commission expires *6/3/01*



THIS INSTRUMENT WAS DRAFTED BY AND AFTER RECORDING SHOULD BE RETURNED TO:

George B. Erwin, III  
Schmidt, Darling & Erwin  
2300 North Mayfair Road  
Suite 1175  
Milwaukee, WI 53226  
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artincor.gc