

# *State of North Dakota*

## SECRETARY OF STATE



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### CERTIFICATE OF INCORPORATION OF

EVERGREEN ESTATES SERVICE ASSOCIATION, INC.  
Secretary of State ID#: 20,188,500

The undersigned, as Secretary of State of the State of North Dakota,  
hereby certifies that Articles of Incorporation for the incorporation of

EVERGREEN ESTATES SERVICE ASSOCIATION, INC.

duly signed and verified pursuant to the North Dakota statutes governing a  
North Dakota NONPROFIT CORPORATION, have been received in this  
office and are found to conform to law.

**ACCORDINGLY** the undersigned, as such Secretary of State, and by  
virtue of the authority vested in him by law, hereby issues this Certificate of  
Incorporation to

EVERGREEN ESTATES SERVICE ASSOCIATION, INC.

Effective date of incorporation: September 23, 2004

Issued: September 23, 2004

A handwritten signature in cursive ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

20,188,500 NP

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ARTICLES OF INCORPORATION  
OF  
EVERGREEN ESTATES SERVICE ASSOCIATION, INC. SEC. OF STATE  
(a nonprofit corporation)

SEP 22 2004

In order to form a nonprofit corporation pursuant to the provisions of Chapter 10-33 of the North Dakota Century Code, the following Articles of Incorporation are adopted.

**Article 1**  
**Name**

The name of the corporation is **Evergreen Estates Service Association, Inc.**

**Article 2**  
**Registered Office and Agent**

The name of the registered agent and the complete address of the registered agent are: Daryl L. Braham, 3511 Woodbury Park Dr., Fargo, ND 58103. The registered office and the registered agent may be changed in the manner provided by law.

**Article 3**  
**Effective Date of Incorporation**

The effective date of this incorporation is the date these Articles are accepted for filing and the certificate of incorporation is issued by the Secretary of State.

**Article 4**  
**Purpose and Powers of the Association**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the purposes for which it is formed are to provide for ownership, maintenance, preservation and architectural control of the residence Lots, Common Areas, and other relevant parts of the property being developed as Evergreen Estates and legally described as:

All of Charleswood Twenty First Addition to the City of West Fargo, Cass County, North Dakota, and any other properties that may become subject to that certain Declaration of Covenants and Restrictions pertaining to said Addition

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for these purposes to:

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NORTH DAKOTA

Filed 9-23 2004

Alma Dugan  
Secretary of State



- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the County Recorder of Cass County, North Dakota, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (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) borrow money, and with the assent of two-thirds (2/3) of the 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;
- (d) with the assent of two-thirds (2/3) of the members, dedicate, sell, or transfer all or any part of any 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;
- (e) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of three-fourths (3/4) of the members;
- (f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of North Dakota by law may now or hereafter have or exercise.

#### **Article 5** ***Membership***

Every person or entity who is a record owner of a possessory fee or possessory equitable interest in any Lot which is subject by covenants of records to assessment by the Association, including installment contract buyers, 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, such as a mortgagee or installment contract

seller. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

**Article 6**  
***Voting Rights***

The Association shall have one class of voting membership, consisting of all Owners, including the Developer, all of whom shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

**Article 7**  
***Governing Boards***

The affairs of the Association shall be managed by a Board of Directors, who shall be Members of the Association. Until the first Annual Meeting, the Board shall consist of one (1) Director, who shall be an agent of the Developer, Adamar Development, LLC, d/b/a Heritage Homes. At the first Annual Meeting, the Members shall elect five (5) Directors, or such greater or lesser number of Directors as the majority of Members may agree to comprise the Board, but in no event shall the Board consist of fewer than three (3) Directors. The first Annual Meeting shall occur only after the Developer has conveyed sixty percent (60%) of the Lots. Until the first Annual Meeting, the agent of the Developer shall exercise the powers of the Board of Directors and the Covenants Committee.

The Covenants Committee, whose number and method of selection shall be as provided in the Bylaws, shall regulate the external design, appearance, Units and improvements including the developmental and monumental signs thereon in accordance with the Declaration and design standards approved by the Board of Directors, and subject to appeal to the Board of Directors.

**Article 8**  
***Dissolution***

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes 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 9**  
***Duration***

The corporation shall exist perpetually.

**Article 10**  
***Amendment***

Amendment of these Articles shall require the assent of three-fourths (3/4) of the entire membership, except that for a period of two years from the date hereof, Adamar Development, LLC, d/b/a Heritage Homes, in its capacity as Developer, shall have the right to amend these Articles and the Bylaws to conform to any requirements of the Federal Housing Administration or the Veterans Administration.

**Article 11**  
***FHA/VA Approval***

As long as the Developer effectively has the controlling vote of the membership, 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 any common area, dedication of any common area to public use, dissolution of the Association, and any amendment of these Articles except those already required by the Federal Housing Administration or Veterans Administration.

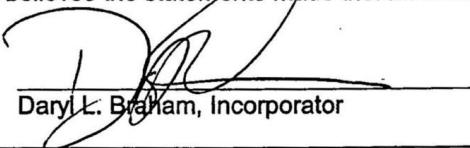
**Article 12**  
***Incorporator***

The name and address of each incorporator is:

Daryl L. Braham  
3511 Woodbury Park Dr.  
Fargo, ND 58103

The above-named incorporator has read the foregoing Articles of Incorporation, knows the contents thereof, and believes the statements made therein to be true.

Dated: September 14, 2004

  
Daryl L. Braham, Incorporator

Name of the person to contact about these articles:

Paul M. Hubbard

[phubbard@conmylaw.com](mailto:phubbard@conmylaw.com)

701-293-9911

**COO**

**CONFIRMATION AND RATIFICATION OF  
DECLARATION OF COVENANTS AND RESTRICTIONS  
OF EVERGREEN ESTATES SERVICE ASSOCIATION, INC.**

ADAMAR DEVELOPMENT, LLC, d/b/a Heritage Homes, does by this instrument fully ratify and join in and confirm the Declaration of Covenants and Restrictions of Evergreen Estates Service Association, Inc., which Declaration was recorded \_\_\_\_\_, 2004 as Document No. \_\_\_\_\_. By this ratification, joinder and confirmation Adamar Development, LLC, does also specifically join in and approve the dedication of all common areas dedicated in the Declaration.

Dated this 12<sup>th</sup> day of October, 2004.

ADAMAR DEVELOPMENT, LLC,  
d/b/a Heritage Homes

By: 

Its: COO.

STATE OF NORTH DAKOTA )  
                                 ) ss.  
COUNTY OF CASS           )

The foregoing instrument was acknowledged before me this 12 day of October, 2004, by Daryl Braham the COO of Adamar Development, LLC, d/b/a Heritage Homes, a North Dakota limited liability company, on behalf of the company.

  
Notary Public

