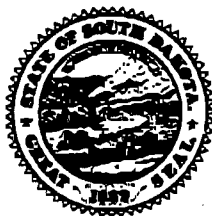


State of South Dakota



OFFICE OF THE SECRETARY OF STATE

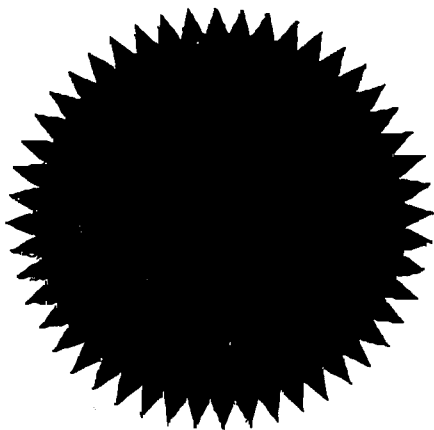
Certificate of Incorporation Nonprofit Corporation

ORGANIZATIONAL ID #: NS012353

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **VISTA TOWERS CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.** duly signed and verified, pursuant to the provisions of the South Dakota Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this July 30, 2003.



Chris Nelson

Chris Nelson
Secretary of State

RECEIVED

JUL 30 '03

ARTICLES OF INCORPORATION
OF

VISTA TOWERS CONDOMINIUM UNIT OWNERS ASSOCIATION, INC. S.D. SEC. OF STATE

Filed this 30th day of July, 2003
Chris Nelson
SECRETARY OF STATE

I, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of SDCL Chapters 47-22 to 47-28, inclusive, known as the South Dakota Non-Profit Corporation Act, do hereby associate ourselves together as a body corporation and adopt the following Articles of Incorporation.

Article I.

NAME

The name of the Corporation shall be VISTA TOWERS CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.

Article II.

DURATION

The period of duration of corporate existence of this Corporation shall be perpetual.

Article III.

PURPOSES AND POWERS

The purposes for which the corporation is organized shall be to maintain, operate and manage the condominium land, building(s), improvements, and common areas of the Vista Towers Condominium Unit Owners Association, a condominium project, located at Tract 2, Vista Park Addition to the City of Sioux Falls, Minnehaha County, South Dakota (the "Project"), for the benefit of the corporation and for the mutual benefit of the present and all future owners and/or occupants of the premises known as the Vista Towers Condominium Unit Owners Association, or any part thereof.

In furtherance of the purposes aforesaid, the corporation shall have the following powers, among others, to wit:

(1) To operate and function exclusively as a non-profit corporation with all attendant rights, powers and privileges permitted by the South Dakota Non-Profit Corporation Act;

(2) To adopt bylaws, regulations, covenants, conditions and restrictions for the operation of the Vista Towers Condominium Unit Owners Association;

(3) To fix assessments or charges to be levied against the members of the Vista Towers Condominium Unit Owners Association, Inc.;

(4) To enforce any and all covenants, restrictions and agreements applicable to the Vista Towers Condominium Unit Owners Association Project;

(5) To operate, repair, replace, and maintain Common Areas of the Vista Towers Condominium Unit Owners Association, and personal properties incident thereto;

(6) To acquire, own, hold, improve, maintain, lease, grant and obtain easements, sell, mortgage and otherwise deal with real and personal property pertaining to the Vista Towers Condominium Unit Owners Association;

(7) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conclusive to or expedient for the benefit and protection of the corporation;

The foregoing enumeration of powers is made in furtherance of, and not in limitation of, the powers conferred upon this corporation by law, and is not intended, by the mention of any particular power to limit or restrict any lawful power to which this corporation may otherwise be entitled and/or which is permitted to be exercised by non-profit corporations under the laws of the

State of South Dakota.

Article IV.

MEMBERS

The members of the corporation shall be unit owners of the Vista Towers Condominium Unit Owners Association Project. The rights of the members shall be as provided for in the Bylaws of Vista Towers Condominium Unit Owners Association, Inc., and the Declaration of Covenants, Conditions and Restrictions for the Vista Towers Condominium Unit Owners Association which shall be recorded in the Office of the Register of Deeds for Minnehaha County, State of South Dakota. The membership of each unit owner shall terminate when the unit owner ceases to be a unit owner, and upon the sale, transfer or other disposition of the unit owner's ownership interest in the property, the unit owner's membership in the corporation shall be transferred to the new unit owner succeeding to such ownership interest.

Article V.

BOARD OF DIRECTORS

The directors of the corporation shall be members of this non-profit corporation and shall be elected in accordance with the Bylaws of Vista Towers Condominium Unit Owners Association, Inc., and the Declarations of Covenants, Conditions and Restrictions for the Vista Towers Condominium Unit Owners Association. There shall be a minimum of three (3) directors on the Board of Directors. The names and addresses of the persons who are to serve as the initial Board of Directors, and who shall hold office until their successors are elected and qualified, are:

	<u>Name</u>	<u>Address</u>
1.	Donald A. Dunham, Jr.	230 S. Phillips Ave., Ste. 202 Sioux Falls, SD 57104
2.	Nancy Hughes	230 S. Phillips Ave., Ste. 202 Sioux Falls, SD 57104
3.	Jim Dunham	230 S. Phillips Ave., Ste. 202 Sioux Falls, SD 57104

Article VI.

REGISTERED OFFICE

The location of the registered office of this Corporation is 100 South Phillips Avenue, Suite 418, Sioux Falls, South Dakota 57104, and the registered agent at such address is John F. Archer.

Article VII.

INCORPORATORS

The name, residence and post office address of the incorporators are:

	<u>Name</u>	<u>Address</u>
1.	Donald A. Dunham, Jr.	230 S. Phillips Ave., Ste. 202 Sioux Falls, SD 57104
2.	Nancy Hughes	230 S. Phillips Ave., Ste. 202 Sioux Falls, SD 57104
3.	Jim Dunham	230 S. Phillips Ave., Ste. 202 Sioux Falls, SD 571043.

Article VIII.

CAPITAL STOCK

This Corporation shall have no capital stock.

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this
24 day of July, 2003.



Donald A. Dunham, Jr.



Nancy Hughes

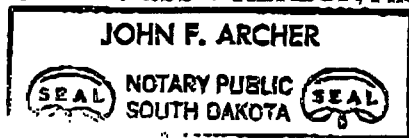


Jim Dunham

STATE OF SOUTH DAKOTA)
)
:SS
COUNTY OF MINNEHAHA)

On the 24 day of July, 2003, before me, the undersigned officer, personally appeared Donald A. Dunham, Jr., known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

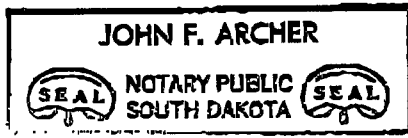


John F. Archer
Notary Public - South Dakota
My Commission Expires: MY COMMISSION EXPIRES 6/1/200

STATE OF SOUTH DAKOTA)
)
:SS
COUNTY OF MINNEHAHA)

On the 27 day of July, 2003, before me, the undersigned officer, personally appeared Nancy Hughes, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

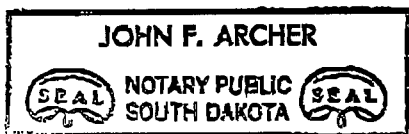


John F. Archer
Notary Public - South Dakota
My Commission Expires: MY COMMISSION EXPIRES 6/1/2005

STATE OF SOUTH DAKOTA)
)
:SS
COUNTY OF MINNEHAHA)

On the 24 day of July, 2003, before me, the undersigned officer, personally appeared Jim Dunham, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

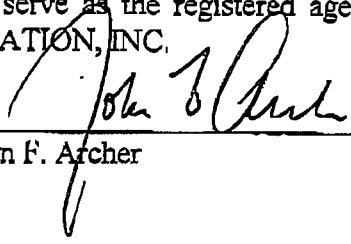


John F. Archer
Notary Public - South Dakota
My Commission Expires: MY COMMISSION EXPIRES 6/1/200

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, John F. Archer, hereby give my consent to serve as the registered agent for VISTA TOWERS CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.

Dated: 7-25-03



John F. Archer