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AZ. CORP. COMMISSION
FOR THE STATE OF AZ
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APPR. Cathy Thomas
DATE APR 16 1987
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ARTICLES OF INCORPORATION

OF

VILLAGE FOUR CONDOMINIUM OWNERS ASSOCIATION

An Arizona Nonprofit Corporation

The undersigned, having legal capacity to enter into contracts under the laws of the State of Arizona, does hereby adopt the following Articles of Incorporation for the purpose of forming an Arizona nonprofit corporation pursuant to the provisions of Arizona Revised Statutes § 10-1001 et seq.

ARTICLE I

Name

The name of the corporation is VILLAGE FOUR CONDOMINIUM OWNERS ASSOCIATION.

ARTICLE II

Duration

The corporation shall exist perpetually.

ARTICLE III

Purposes and Powers

The corporation does not contemplate pecuniary gain or profit to the members thereof, and no part of the income or profit of the corporation, if any, shall be distributable to its members, directors or officers, except as a payment of reasonable compensation for services rendered or a distribution upon dissolution or liquidation as permitted by law. The specific purposes for which the corporation is formed is to fulfill all the duties and responsibilities, and to exercise all the rights, powers and prerogatives, of the Association as set forth in the Arizona Condominium Act, A.R.S. § 33-1201 et seq. (the "Act") and Declaration of Condominium of the Village Four Condominium as amended or restated from time to time (the "Declaration"), and to act as and constitute the governing body of and for the Village Four Condominium.

In furtherance of such purposes, the corporation shall have all powers and be authorized and empowered to perform all acts and do all things which a nonprofit corporation might now or hereafter at any time be lawfully authorized, empowered or permitted to perform, do or exercise under the laws of the State of Arizona.

ARTICLE IV

Character of Business

The character of business which the corporation initially intends actually to conduct in Arizona is the fulfillment of all its duties and responsibilities and the exercise of all its rights, powers and prerogatives under the Declaration and the Act.

ARTICLE V

Statutory Agent

The name of the corporation's initial statutory agent is Lee E. Esch, and his address is 111 West Monroe, Phoenix, Arizona, 85003.

ARTICLE VI

Directors

The affairs of the corporation shall be managed by a Board of Directors, the number and classifications of which shall be determined from time to time in the manner provided in the By-Laws of the corporation but shall not be less than three (3). The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
JOSEPH J ZILBER	710 N. Plankenton Milwaukee, WI 53203
ARTHUR W WIGCHERS	710 N. Plankenton Milwaukee, WI 53203
GERALD M. STEIN	710 N. Plankenton Milwaukee, WI 53203

ARTICLE VII

Incorporators

The name and address of the incorporator is Lee E. Esch, 111 West Monroe, Phoenix, Arizona, 85003.

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ARTICLE VIII

Membership; Voting Rights

Other than its members, the corporation shall have no shareholders, and no capital stock shall be authorized or issued. The members of the corporation shall be the Owners of Units, as provided in the Declaration. Each Owner shall be a member of the corporation as soon and so long as he shall be an Owner. Such membership shall automatically terminate when an Owner ceases for any reason to be an Owner, and the new Owner shall likewise automatically succeed to such membership in the corporation. A membership in the corporation shall not be transferred, pledged or alienated in any way, except upon the sale of the Unit to which it appertains (and then only to such purchaser) or by intestate succession, testamentary disposition, foreclosure of a mortgage of record or other legal process transferring fee simple title to such Unit (and then only to the Person to whom such fee simple title is transferred). Notwithstanding the foregoing, in the event that an Owner has granted an irrevocable proxy or otherwise pledged or alienated the voting right of his Unit regarding special matters to a Mortgagee as additional security, only the vote of such Mortgagee will be recognized in regard to such special matters, if a copy of such proxy or other instrument has been filed with the Board of Directors. In the event that more than one such instrument has been filed, the Board of Directors shall recognize the rights of the first Mortgagee to so file, regardless of the priority of the Mortgages themselves. Any attempt to make a prohibited transfer of a membership is void and will not be recognized by or reflected upon the books and records of the corporation. In the event the Owner of any Unit should fail or refuse to transfer the membership registered in his name to the purchaser of such Unit, the corporation shall have the right to record a transfer upon the books of the corporation and issue a new membership to the purchaser, and thereupon the old membership outstanding in the name of the seller shall be null and void as though the same had been surrendered.

Members shall have the voting rights as set forth in the Declaration.

ARTICLE IX

First Meeting of Members

The date of the first and all subsequent annual meetings of the members of the corporation shall be as provided in the By-Laws of the corporation.

ARTICLE X

Provisions Respecting Amendments

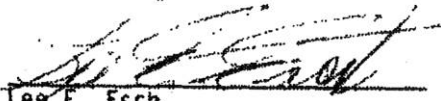
These Articles of Incorporation may be amended only by the affirmative vote of Members holding seventy-five percent (75%) of the entire votes of the Membership. These Articles of Incorporation shall not contain any provisions which would be contrary to or inconsistent with the Declaration as in effect from time to time, and any provision of or purported amendment to these Articles of Incorporation which is contrary to or inconsistent with the Declaration as in effect from time to time shall be void to the extent of such inconsistency.

ARTICLE XI

Definitions

The words used herein shall be deemed to have the same definitions as in the Declaration, unless otherwise required by context.

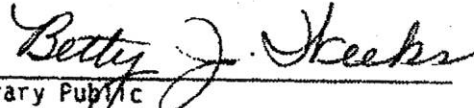
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of Oct., 1986.



Lee E. Esch

STATE OF ARIZONA)
) ss:
County of Maricopa)

On this, the 31 day of October, 1986, before me, the undersigned Notary Public, personally appeared Lee E. Esch.



Notary Public

My Commission Expires:

3-11-87

FRANK B CAMPBELL JR
WILLIAM T BIRMINGHAM
JOHN R CHRISTIAN
SAMUEL W BARTON
WALTER WELTON
LEE E ESCH
PATRICK GILSON
JOHN W
RONALD H MCNEER
M BROWN LEWIS
STEPHEN W MYERS
MICHAEL W MULLANE
JOHN C SESTAK JR
JOHN W DEIMER
LEONARD STEINBERG
LEONORNA LANKFORD
BARBARA LEWIN
DAVID J ESTES
JAY A FRADKIN
LENN J CARTER
CHRISTIAN BODE
STEPHENE CROFTON
ROBERT W BRADY
M DOUGLAS GEORGE
DIANE E DITSCH
GEORGE M ISAHAR
ANTHONY G HOOVER
KEVIN J WRIGHT
DWAYNE SPECTOR
JANETTE HAUFF
JAMES HALLER
RICHARD HAYMON
JUDY W STRICKLAND
LISA M CAMPBELL
TERENCE M CUMMINGS

CHARLES L STROUSS JR
JOHN S ROBES
THOMAS J TRIMBLE
IRVING B SALYER II
CHARLES E JONES
RICHARD L LASSEN
W MICHAEL FLOOD
J DONALD DUNIPACE
GARY L STUART
MICHAEL A BEALE
A THOMAS FINKE
DAVID L WHITE
JOHN B WELDON JR
JAMES R HUNTWORK
RYAN A MEISER
GEOFFREY D HAMLIN
CAROL H SARANT
ANN M DUMERIL
DONN G KESSLER
RICHARD C ONSAH R
MARIA KAROLCZYK
ANNE L KLEINBERG
JAMES H ACKERMAN
MICHAEL L MOYNE
JOHN W ISHIKAWA
ROBERT J WERNER
MAURICE PORTLEY
MARGARET D BLAZZ
CAROL A CLUFF
MARK A MAHONEY
MICHAEL J O'CONNOR
JOHN D SCHNEIDER
ROBERT E COLTM
RUSSELL C BROWN
WARREN C ROTZMANN

JENNINGS, STROUSS & SALMON

ATTORNEYS AT LAW

WEST MONROE

PHOENIX ARIZONA 85003-1791

TELEPHONE (602) 262-1911

TELETYPE (602) 262-1257

January 8, 1987

CHARLES L STROUSS (602) 262-1911
IRVING B SALYER (602) 262-1911
WING A JENNINGS (602) 262-1911

J A BROWN JR
CLARENCE E DUNCAN
MICHAEL UDALL
EARL F GLENN JR
ROBERT E MURLEY
OF COUNSEL

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1901 EAST WILLOW PARKWAY
SCOTTSDALE ARIZONA 85258-3488


WRITER'S DIRECT LINE

262-5866

Attn: Incorporating Division
ARIZONA CORPORATION COMMISSION
Post Office Box 6019
Phoenix, Arizona 85005

Re: Village Four Condominium Owners Association

The undersigned, having been designated to act as
Statutory Agent, hereby consents to act in that capacity until
renewal or resignation is submitted in accordance with Arizona
Revised Statutes.


Lee E. Esch
111 West Monroe
Phoenix, Arizona 85003