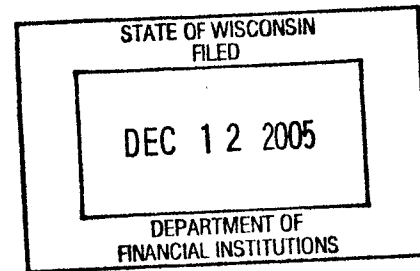


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ARTICLES OF INCORPORATION
OF
THE LIVINGSTON CONDOMINIUM
ASSOCIATION, INC.



The undersigned Incorporator of this corporation, organized under the Wisconsin non-stock corporation law, Chapter 181 of the Wisconsin Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

Name. The name of this Corporation is The Livingston Condominium Association, Inc., ("Association").

ARTICLE TWO

Period of Existence. The period of existence of the Association is perpetual.

ARTICLE THREE

Purpose. The Association is organized to serve as an association of unit owners (as described in Section 703.15 of the Wisconsin Statutes) for The Livingston Condominiums created under Chapter 703 of the Wisconsin Statutes, located in the City of Madison, Dane County, Wisconsin for the purpose of the acquisition, construction, management, maintenance, and care of Association property. The Association shall have the general powers granted to it by Sections 181.04 and 703.15(3) of the Wisconsin Statutes. In exercising these powers, the Association shall establish and maintain its qualification as a "Condominium Management Association" under Section 528, Internal Revenue Code as amended from time to time.

ARTICLE FOUR

Members. The qualifications and rights of the Members and classes of Members shall be prescribed in the Bylaws of the Association and the Declaration of Condominium of The Livingston Condominiums (the "Bylaws").

ARTICLE FIVE

Principal Office. The address of the principal office of the Association is 106 East Doty Street, Suite 310, Madison, WI 53703.

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ARTICLE SIX

Registered Agent. The name and address of the initial registered agent of the Association are Scott C. Lewis, 106 East Doty Street, Suite 310, Madison, Wisconsin 53703.

ARTICLE SEVEN

Board of Directors. The affairs of the Association shall be managed by a Board of Directors. The number, qualifications, manner of election, and term of Directors shall be prescribed by the Bylaws, provided that at no time shall the number of Directors authorized be less than three (3). The names and address of the members of the initial Board of Directors are:

- A. Scott C. Lewis
106 East Doty Street, Suite 310
Madison, WI 53703
- B. Michael J. Fisher
Post Office Box 620800
Middleton, WI 53562
- C. Karl C. Madsen
3436 Sunset Drive
Madison, WI 53705

ARTICLE EIGHT

Action by Board of Directors Without a Meeting. Any action required or permitted by these Articles or the Bylaws to be taken by the Board of Directors of the Association may be taken without a meeting if a written consent, setting forth the action so taken, is signed by two-thirds (2/3) of the Directors in office.

ARTICLE NINE

The Incorporator. The name and business address of the Incorporator is Steven A. Brezinski, Axley Brynelson, LLP, 2 East Mifflin Street, Suite 200, Madison, Wisconsin 53703.

ARTICLE TEN

Distribution of Net Earnings. No part of the net earnings of this Association shall inure to the benefit of or be distributable to any individual; except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of its purposes, and to rebate excess assessments.


ARTICLE ELEVEN

Amendment. Any amendment to these Articles of Incorporation or the Bylaws that alters or abrogates the rights of the Declarant (as defined in the Declaration), or the Declarant's successors or assigns, shall be null, void, and of no force or effect unless it is approved in writing by the Declarant. This Article 11 may not be amended or deleted without the approval in writing of the Declarant.

IN WITNESS WHEREOF the aforesaid Incorporator has executed the foregoing Articles of Incorporation, this 6th day of December, 2005.


Steven A. Brezinski, Incorporator

Subscribed and sworn to before me
this 6 day of December, 2005.



Notary Public, State of Wisconsin
My Commission expires: 10/14/07

Drafted by:
Attorney Steven A. Brezinski
Axley Brynson, LLP
2 East Mifflin Street, Suite 200 (53703)
Post Office Box 1767
Madison, WI 53701-1767