

**ARTICLES OF INCORPORATION
OF
STORAGESHOPUSA – MCFARLAND
CONDOMINIUM UNIT OWNERS ASSOCIATION, INC.**

The undersigned incorporator of a corporation organized under the Wisconsin Non-Stock Corporation Law contained in Chapter 181 of the Wisconsin Statutes hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is StorageShopUSA–Mcfarland Condominium Unit Owners Association, Inc. (hereafter "Association").

ARTICLE II

PERIOD OF EXISTENCE

The Association shall have perpetual existence unless dissolved pursuant to provisions of the Wisconsin Statutes then in effect.

ARTICLE III

PURPOSES

The purpose shall be: (i) to manage and operate the property owned by the "Unit Owners" in the StorageShopUSA–Mcfarland Condominium as defined in and as provided for in the Condominium Declaration for StorageShopUSA–Mcfarland Condominium as recorded in the Office of the Register of Deeds for Dane County Wisconsin; and (ii) to engage in any activity allowed in the Condominium Declaration and in Chapter 703 of the Wisconsin Statutes (2003-2004), as amended; provided however, such activity shall also be authorized under the Wisconsin Non-Stock Corporation.

ARTICLE IV

POWERS

The Association shall have and exercise all of the powers enumerated in the Wisconsin Condominium Ownership Act and the Wisconsin Non-Stock Corporation Law, to

the extent not inconsistent with the Condominium Ownership Act, the Declaration, or Bylaws, including without limitation, the following:

(a) To exercise exclusive management and control of the common elements and facilities and limited common elements described and set forth in the Declaration;

(b) To hire, engage, employ or 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 Declaration;

(c) To maintain, repair, replace, reconstruct, operate and protect the common elements and facilities and limited common elements as set forth in the Declaration;

(d) To determine, levy and collect assessments against the Unit 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 common elements and facilities and limited common elements as described and set forth in the Declaration;

(e) To enter into contracts on behalf of the Unit Owners, and act as agent of the Unit Owners, with regard to, among other things, common services as required for each unit, utilities, and such other matters as may be determined by the members of the Association;

(f) To purchase insurance on the condominium property and insurance for the benefit of the Association and its members as set forth in the Declaration;

(g) To make and amend Bylaws and reasonable rules and regulations governing, among other things, the use and operation of the condominium property in the manner provided by the Declaration;

(h) To enforce by legal means the provisions of the Condominium Ownership Act, the Declaration, the Bylaws, assessments and liens against the units, and any rules and regulations governing the use and operation of the condominium property;

(i) To establish and maintain one or more bank accounts for deposit and withdrawal of the funds of the Association; and

(j) To do all things necessary or convenient to effectuate the purposes of this Association and the Declaration.

ARTICLE V

MEMBERSHIP

All owners of units at StorageShopUSA–Mcfarland Condominium shall be entitled and required to be members of the Association, and membership shall at all times consist exclusively of and be limited to such Unit Owners. The Association shall have one class of membership. The voting rights of the member of the Association shall be as set forth in the Declaration of Condominium as recorded in the Office of the Register of Deeds for Dane County Wisconsin and the By-laws of the Association.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number, qualifications, manner of election, term and removal of Directors shall be prescribed by the By-laws; provided, however, at no time shall the number of directors authorized be less than three (3).

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT/REGISTERED OFFICE ADDRESS

The initial location of the principal and registered office of the Association is located in Dane County, Wisconsin, at StorageShopUSA – Mcfarland LLC, 4610 Milwaukee st Madison, WI, Wisconsin, Dane County. The initial registered agent of the Association is Gregory A. Thompson. The Board of Directors may by resolution change the principal and registered offices and registered agent of the Association, such change to be filed as required with the Wisconsin Department of Financial Institutions.

ARTICLE VIII

INCORPORATOR

The name and business address of the incorporator is Gregory A. Thompson , 4610 Milwaukee st Madison, Wisconsin 5371403.

ARTICLE IX

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; provided, however, 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 X

AMENDMENTS

These Articles may be amended or repealed and new Articles may be adopted at any meeting of the members by a three-fourths (3/4) affirmative vote of the total membership; provided, however, that text of any such proposed change shall have been included in the notice of the meeting. Any amendment to these Articles of Incorporation, including this article, or the By-laws that alters or abrogates the rights and powers of the Declarant (as defined in the Declaration, including such successors and assigns to the Declarant as provided for in the Declaration) shall be null and void and of no force or effect unless it is approved in writing by the Declarant.

IN WITNESS WHEREOF, the aforesaid incorporator has executed the foregoing Articles of Incorporation, this _____ day of January, 2008.

[NO CORPORATE SEAL]

_____(SEAL)
Gregory A.Thompson

(notary block on next page)

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

Personally came before me this _____ day of _____, 2008, the above named Gregory A. Thompson, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged the same.

Notary Public, State of Wisconsin
My commission expires:

This instrument drafted by:
Gregory A. Thompson
4610 Milwaukee St
Madison WI 53714