

BY-LAWS
OF
EVERGREEN HOME OWNERS ASSOCIATION

ARTICLE I.

NAME AND LOCATION

The name of the corporation is Evergreen Home Owners Association, hereinafter referred to as the "Association." The principal office of the Association shall be located at 118 South Fuller Street, Shakopee, Minnesota, but meetings of the Members and Directors may be held at such places within the State of Minnesota, County of Scott, as may be designed by the Board of Directors.

ARTICLE II.

DEFINITIONS

Section 1. "Association" shall mean and refer to Evergreen Home Owners Association, a nonprofit corporation organized and existing under the laws of the State of Minnesota, its successors and assigns.

Section 2. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Property recorded in the office of the Registrar of Titles in and for Scott County, Minnesota, as Document No. 22454.

Section 3. "Developer" shall mean and refer to Laurent Builders, Inc., a Minnesota corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5. "Living Unit" shall mean and refer to a residential housing unit consisting of a group of rooms and hallways and attached garage which are designed and intended for use as living quarters for one family and located or to be located upon one Lot.

Section 6. "Lot" shall mean and refer to any tract or parcel of land designated as a lot shown upon any recorded plat or subdivision map of the Property with the exception of the Common Area.

Section 7. "Member" shall mean and refer to every person or entity who is a record owner of a fee or undivided fee simple interest in any Lot which is subject to covenants of record to assessment by the Association, including, but not limited to, contract vendors.

Section 8. "Mortgage" shall mean and refer to any mortgage or other security instrument by which a Lot, or any part thereof, or any structure thereon, is encumbered.

Section 9. "Mortgagee" shall mean and refer to any person or entity named as the mortgagee under any Mortgage, or any successors and assigns to the interest of such person or entity under a Mortgage.

Section 10. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers, but excluding any person having such interest merely as security for the performance of an obligation.

Section 11. "Private Yard Area" shall mean and refer to that portion of a Lot not covered by a Living Unit.

Section 12. "Property" shall mean and refer to the real property subject to the Declaration, all of which is more fully described on Exhibit A attached to the Declaration, and all additional real property made subject to the Declaration in accordance with Article II thereof.

ARTICLE III.

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of Members shall be held on the second Thursday of the same calendar month twelve (12) months from the date of the first and organizational meeting of the Members and each subsequent annual meeting of the Members shall be held on the second Thursday of the same calendar month each year thereafter. All of such meetings shall commence at 7:30 p.m. If the day for the annual meeting of the Members shall fall upon a legal holiday, the meeting shall be held on the first Thursday thereafter which is not such a holiday.

Section 2. Special Meetings. Special meetings of the Members may be called for any purpose at any time by the President or by the Board of Directors, or upon written request of the Members who have a right to vote one-fourth (1/4) of all of the votes of Class A membership. Each such special meeting shall be held at 7:30 p.m.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by sending a copy of the notice by mail, postage thereon fully prepaid, to each Member at his address most recently appearing on the books of the Association. Each Member shall register his address with the Secretary, and notice of meetings shall be mailed to him at such address. Such notice shall also be sent to the holder of any first mortgage who shall have submitted a written request for the same to the Secretary. Notice of any meeting, regular or special, shall be mailed at least thirty (30) days in advance of such meeting and shall set forth in general the nature of the business to be transacted, together with the place, day and hour of the meeting; provided, however, that if the business of any meeting shall involve an election governed by Article V or any action governed by the Articles of Incorporation or by the Declaration, notice of such meeting shall be given or sent as provided therein.

Section 4. Quorum. The presence at a meeting of Members or proxy holders, or both, entitled to cast one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all corporate meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon the conveyance by the Member of his Lot.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Number. The management and affairs of the Association shall be managed by a Board of five (5) Directors, who need not be Members of the Association

Section 2. Term of Office. At the first and organizational meeting of the Members, the Members shall elect one (1) Director for a term of one (1) year, two (2) Directors for a term of two (2) years and two (2) Directors for a term of three (3) years; and at each annual meeting thereafter the Members shall elect any new Members to the Board of Directors for a term of two (2) years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Vacancies in the Board of Directors, as a result of death, resignation, removal or otherwise, shall be filled by a majority of the remaining Directors, any such appointed Director to hold office for the unexpired term of his predecessor and until his successor is duly elected by the Members.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. An action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nomination may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

ARTICLE VI.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power:

- (a) To adopt and publish rules and regulations governing the use of the Common Areas and facilities and the personal conduct of the Members and their guests thereon, and to establish penalties for infraction thereof.
- (b) Suspend the voting rights and right to use any recreational facilities that may be acquired by the Association during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- (c) To exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.
- (d) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (e) To appoint and remove at their pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or Director of the Association in any capacity whatsoever, subject to the provisions of Article IV, Section 4.
- (f) To call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership of Class A Members, as provided in Article III, Section 2.

- (g) To establish, levy and assess and collect the assessments or charges referred to in Article XI.
- (h) To employ a manager or such other persons as they may deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting of the Members when such is requested in writing by one-fourth (1/4) of the votes of the entire membership of Class A Members, as provided in Article III, Section 2.
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- (c) As more fully provided in the Declaration applicable to the Property:
 - (1) To fix the amount of the assessment against each Lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same times,
 - (2) To prepare a roster of the Lots and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member, and at the same time,
 - (3) To send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and,
 - (4) Foreclose the assessment lien against any Lot for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obliged to pay the same.

- (d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid and the amount of any unpaid assessment. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid or the amount of any unpaid assessment. A reasonable charge may be made by the Board for the issuance of those certificates.
- (e) To procure and maintain adequate insurance on property owned by the Association and adequate insurance against those other risks more fully described in the Declaration.
- (f) To cause all officers or employees having fiscal responsibilities to be bonded in an amount not less than that required by the Declaration.
- (g) To cause the Common Area to be maintained.
- (h) To cause the Private Yard Areas, the exterior of all Living Units, and other buildings on the Property to be maintained in accordance with standards set forth in the Declaration.

ARTICLE VIII.

DIRECTORS" MEETING

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held monthly on a day, time, and place agreed upon by a majority of the Directors.

Section 2. Notice of Regular Meetings. Notice of such regular meeting is hereby dispensed with.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after not less than three (3) days notice to each Director.

Section 4. Validity of Action at Meeting. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a regular meeting, if (a) a quorum is present and, (b) either before or after such meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business.

ARTICLE IX.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving

written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deed and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all pages requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association

together with their addresses, and shall perform such other duties as required by the Board.

- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE X.

COMMITTEES

Section 1. The Standing Committees of the Association shall be:

The Nomination Committee
The Maintenance Committee
The Architectural Control Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more Members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

Section 2. The Nomination Committee shall have the duties and functions described in Article V.

Section 3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the buildings

and facilities located upon the Property, and shall periodically review the adequacy of the insurance coverage afforded the Association and advise the Board of Directors; and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Architectural Control Committee shall have the duties and functions described in the Declaration.

Section 5. With the exception of the Nomination Committee and the Architectural Control Committee (but then only as to those functions that are governed by the Declaration), each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 6. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Directors or officer of the Association as is further concerned with the matter presented.

ARTICLE XI.

BOOKS AND RECORDS

Section 1. The books, records and papers of the Association shall be, at all times, during reasonable business hours, subject to the inspection of any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of this Association, where copies may be purchased at reasonable cost.

ARTICLE XII.

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing

lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of six (6%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the Lot and in the event that the Association shall prevail in any such action, interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his Lot or otherwise.

ARTICLE XIII.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Evergreen Home Owners Association.

ARTICLE XIV.

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control

ARTICLE XV.

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Evergreen Home Owners Association, have hereunto set our hands this 23rd day of December, 1980.

Gary L. Laurent
Gary L. Laurent

Randolph Laurent
Randolph Laurent

Sara Laurent
Sara Laurent

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me by Gary L. Laurent on this 23rd day of December, 1980.

Sara L. Laurent
Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me by Randolph Laurent on this 23rd day of December, 1980.

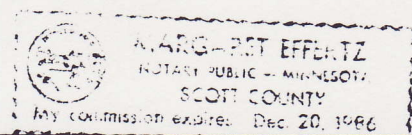
Sara L. Laurent
Notary Public



STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me by Sara Laurent on this 23rd day of December, 1980.

Margaret Effertz
Notary Public



CERTIFICATION

I, the undersigned do hereby certify:

THAT I am the duly elected and acting secretary of the Evergreen Home Owners Association, a Minnesota corporation; and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 23rd day of December, 1980.

IN WITNESS WHEREOF, I have hereunto subscribed my and affixed the seal of said Association this 23rd day of December, 1980.

Sara Laurent
Sara Laurent
Secretary

THIS DOCUMENT WAS DRAFTED BY:

Steffens, Usset & Rothnem, P.A.
Attorneys at Law
3400 West 66th Street
Minneapolis, MN 55435
(612) 920-5554

113 50
11 00

2458

Document No. _____ File 4179
 Volume 42 Page 303 Certificate 12956 +
 Office of Registrar of Titles
 Scott County, Minnesota
 I hereby certify that the within instrument
 was filed in this office for record on
 the 19 day of Feb AD
 18 81 at 11:50 o'clock AM
Paul W. Wermersbacher
 Registrar of Title
 By Pa Boeckman Deputy

[Handwritten notes]
 1017
 300
 124.50

<u>VOL</u>	<u>PAGE</u>	<u>CERT.</u>
42	304	12957
42	305	12958
42	306	12959
42	307	12960
42	308	12961
42	309	12962
42	310	12963
42	311	12964
42	312	12965
42	313	12966
42	314	12967
42	315	12968
42	316	12969
42	317	12970
42	318	12971
42	319	12972
42	320	12973
43	1	12974
43	2	12975
43	3	12976
43	4	12977

**Amended By-Laws
Evergreen Homeowners Association**

Said By-Laws are hereby amended in the following respects:

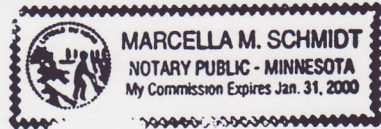
1. Within Article VI, Section 2, Paragraph (e) is hereby amended to read as follows:
 - (e) To procure and maintain adequate insurance for the real property comprising the Lots and all buildings, including fixtures attached thereto, comprising the Living Units and garages against loss or damage by fire and such other hazards as are covered under standard extended coverage provisions. Such insurance coverage shall be written on the property in the name of, and the proceeds thereof shall be payable to, the Association. Premiums shall be common expenses. Said insurance shall be in addition to any other policies of insurance required, or made optional, by the Articles of Incorporation, the Declaration of Covenants, or these amended By-Laws. Provisions for such insurance shall be without prejudice to the right of each Owner to insure that Owner's Lot, Living Unit and garage for that Owner's benefit.

These Amended By-Laws shall become effective as of such date of the first regular meeting of the Evergreen Homeowners Association at which a quorum of 1/10 of the Members is present and the majority of said quorum votes in favor of the above amendments.

Amendment voted on this 13th day of May, 1997.

STATE OF MINNESOTA)
) ss.
COUNTY OF SCOTT)

The foregoing instrument was acknowledged before me by Gerald Olson on this 13th day of May, 1997.

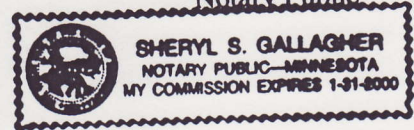


Marcella Schmidt
Notary Public

STATE OF MINNESOTA)
) ss.
COUNTY OF SCOTT)

The foregoing instrument was acknowledge before me by Marcella Schmidt on this 13th day of May, 1997.

Sheryl S. Gallagher
Notary Public



CERTIFICATION

I, the undersigned do hereby certify:

THAT I am the duly elected and acting secretary of the Evergreen Home Owners Association, a Minnesota corporation; and,

THAT the foregoing Amendment to the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 13th day of May, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my and affixed the seal of said Association this 13th day of May, 1997.

(no seal)

Marcella Schmidt
Marcella Schmidt
Secretary