

BYLAWS OF
WINGS OVER WHITE OAK III HOMEOWNERS' ASSOCIATION
CIC Number 53

ARTICLE I
Plan of CIC Ownership

Section 1. CIC Ownership. The project located in the City of Mankato, County of Blue Earth, State of Minnesota, known as "Wings Over White Oak III Homeowners' Association CIC Number 53", hereinafter referred to as the "CIC", has been submitted to the provisions of the Minnesota Common Interest Ownership Act, Minnesota Statutes, Sections 515B.1-101 to 515B.4-118 inclusive, hereinafter called the "Act". The terms used in these Bylaws shall have the same meaning as they have in the Declaration of Common Interest Community for Wings Over White Oak III Homeowners' Association, hereinafter referred to as the "Declaration."

Section 2. Application of Bylaws. The provisions of these Bylaws are applicable to Wings Over White Oak III Homeowners' Association, a Minnesota nonprofit corporation, hereinafter referred to as the "Association", and to the CIC.

Section 3. Personal Application. An Owner shall, by virtue of such interest, be a member of the Association. Membership in the Association shall be appurtenant to, and shall not be separated from, Unit ownership in the CIC. A person shall cease to be a Member at such time as he or she ceases to be an Owner. The share of a Member in the funds and assets of the Association cannot be assigned, pledged, encumbered or transferred in any manner, except as an appurtenance to such Unit ownership. All present or future Owners, tenants, future tenants or any other person that might use the facilities of the CIC in any manner, are subject to the regulations set forth in these Bylaws.

Section 4. Registration of Owners and Occupants. Each Owner shall register with the Secretary of the Association, in writing, within thirty (30) days after taking title to a Unit, (i) the name and address of the Owners and any Occupants of the Unit, (ii) the nature of such Owner's interest or estate in each Unit owned; (iii) the address to which the Owner desires to receive notice of any meeting of Owners, if other than the Unit address; (iv) the name and address of the secured party holding the first mortgage on the Unit, if any; and (v) the name of the Owner, if there are multiple Owners of the Unit, who shall be

authorized to cast the vote with respect to the Unit. The Owner shall have a continuing obligation to advise the Association in writing of any changes in the foregoing information.

ARTICLE II
Voting, Majority of Owners, Quorum, Proxies,
Voting by Mail

Section 1. Voting. Voting shall be on a fractional basis, with each Unit entitled an equal share of the voting as all other Units. There shall be no cumulative voting. No vote in the Association shall be deemed to inure to any Unit during the time when the Owner thereof is the Association.

Section 2. Quorum of Owners. As used in these Bylaws, the term "quorum of Owners" shall mean those Owners entitled to 20% of the votes of the Association. In the event multiple Owners of a Unit cannot agree on the exercise of voting power for such Unit, any one of such Owners may apply to the Board of Directors, which, after hearing all parties at a special meeting, shall determine the manner of exercise of the voting power for the Unit by a majority vote of the Directors voting at such special meeting. A Director shall not vote at such special meeting with respect to a Unit of which he or she is one of the multiple Owners.

Section 3. Voting by Proxy. An Owner may cast the vote which is allocated to the Owner's Unit and be counted as present at any meeting of the Owners by executing a written proxy naming another person entitled to act on that Owner's behalf, and delivering the same to the Secretary before the commencement of any such meeting. All proxies granted by an Owner shall remain in effect until the earliest of the following events: (i) revocation by the granting Owner by written notice or by personally attending and voting at the meeting for which the proxy is effective; (ii) eleven months after the date of the proxy, unless otherwise provided in the proxy; or (iii) the time at which the granting Owner is no longer an Owner.

Section 4. Voting by Mail. The entire vote on any issue, except the removal of directors, may be determined by mailed ballots, subject to the following requirements.

- (a) The notice of the vote shall (i) clearly state the proposed action; (ii) indicate the number of responses needed to meet the quorum requirements; (iii) state the percentage of approvals necessary to approve each

matter other than election of directors; and (iv) specify the time by which a ballot must be received by the Association in order to be counted.

- (b) The ballot shall (i) set forth each proposed action and (ii) provide an opportunity to vote for or against each proposed action.
- (c) The Board shall set the time for return of ballots, which time shall not be less than fifteen (15) nor more than thirty (30) days after the date of mailing of the ballots to the Owners. The Board shall provide notice of the results of the vote to the Owners within ten (10) days of the expiration of the voting period.
- (d) Approval by written ballot under this Article is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 5. Vote Required. A majority of the votes cast at any properly constituted meeting of the Owners, or cast by mail in accordance with Section 4 hereof, shall decide all matters properly brought before the Owners, except where a different vote is specifically required by the Governing Documents or the Act. The term "majority" as used herein shall mean in excess of fifty percent (50%) of the votes cast at a meeting, in person or by proxy or by voting by mail, in accordance with the allocation of voting power set forth in the Declaration.

ARTICLE III Administration

Section 1. Association Responsibilities. The Association will have the responsibility of administering the CIC in accordance with the Act and the Declaration, including approving the annual budget, establishing and collecting monthly assessments and arranging for the management of the CIC. Except as otherwise provided in these ByLaws, the Declaration, or the Act, decisions and resolutions of the Association shall require approval of a quorum of Owners.

Section 2. Place of Meetings. Meetings of the Association shall be held at the principal office of the CIC or such other suitable place convenient to the Owners as may be designated by the Board of Directors.

Section 3. Annual Meetings. The first annual meeting of the Association shall be held within sixty (60) days after the termination of the period of Declarant control. Thereafter, the Members shall meet at least once every year at the time and place specified in the notice of such meeting given pursuant to Section 5 of this Article III. At such meetings the Members shall determine the number of directors to be elected, which number shall comply with Section 1 of Article IV. The directors shall be elected by ballot of the Members in accordance with the requirements of Section 5 of Article IV and Section 1 of Article IV of these Bylaws. The Owners may also transact such other business of the Association as may properly come before them.

Section 4. Special Meetings. It shall be the duty of the President to call a special meeting of the Owners as directed by resolution of the Board of Directors or upon a petition signed by a majority of the Owners and having been presented to the Secretary of the Association. The notice of any special meeting shall state the time and place of such meeting and the complete agenda thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the Owners present, either in person, by proxy, or by mail.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to mail a notice of each annual or special meeting to each Owner of record at least 21 days in advance of any annual or regularly scheduled meeting and at least 7 days in advance of any other meeting. The notice shall state the time, place and complete agenda of the meeting and contain a form for voting by mail, describing in detail each issue to be voted on at such meeting along with space adjacent to such description for the member to cast a vote in favor or against such issue. Delivery of such notice by hand, or dispatch through the United States mail, to all Owners of record at the address of the respective Units and to other addresses as any Owner may have designated to the Secretary, shall be considered notice served.

Section 6. Adjourned Meetings. If any meeting of the Owners cannot be organized because a quorum has not attended, the Owners who are present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48)

hours from the time the original meeting was called. At such subsequent meeting, a quorum shall consist of 20% of the number of Owners who attended the initial meeting which a quorum did not attend.

Section 7. Order of Business: Parliamentary Procedure. The order of business at all annual meetings and, to the extent practicable, at all special meetings of the Owners shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors.
- (g) Unfinished business.
- (h) New business.

Robert's Rules of Order shall govern procedure at all meetings of Owners.

Section 8. Voting Register. The Secretary shall have available at the meeting a list of the Unit numbers, the name of the Owners, the vote attributable to each Unit and the name of the person (in the case of multiple Owners) to cast the vote.

ARTICLE IV Board of Directors

Section 1. Number and Qualification. The first Board of Directors of this Association shall consist of three (3) persons, who shall be the persons named in the Articles of Incorporation, or their successors, who shall serve until the first annual meeting of the Members which shall be held within sixty (60) days of the termination of the period of Declarant Control. Thereafter, the Board of Directors shall consist of no fewer than three (3) nor more than seven (7) persons; provided that the number of Directors shall always be an odd number.

Notwithstanding any provision contained in this Article IV, Directors shall be elected in the manner and at the times provided under the reservation of Declarant Control set forth in the Declaration and Section 515B.3-103 of the Act.

Section 2. Power and Duties. The Board of Directors shall have the powers and duties necessary for the administration of

the affairs of the Association and may do all such acts and things as are not by law, by the Declaration, or by these Bylaws directed to be exercised and done by the Owners. The Board shall have the powers and duties set forth in the Act including, without limitation, those set forth under Min. Stat. 515B.3-102 and 515B.3-103.

Section 3. Other Duties. An annual report shall be prepared by the Association and a copy of the report shall be provided to each unit owner at or prior to the annual meeting. The report shall contain, at a minimum:

- (a) a statement of any capital expenditures in excess of two percent of the current budget or \$5,000, whichever is greater, approved by the association for the current fiscal year or succeeding two fiscal years;
- (b) a statement of the balance in any reserve or replacement fund;
- (c) a copy of the statement of revenues and expenses for the association's last fiscal year, and a balance sheet as of the end of said fiscal year;
- (d) a statement of the status of any pending litigation or judgments to which the association is a party;
- (e) a detailed description of the insurance coverage provided by the association including a statement as to which, if any, of the items referred to in Minn. Stat. Sec. 515B.3-113, subsection (b), are insured by the association; and
- (f) a statement of the total past due assessments on all units, current as of not more than 60 days prior to the date of the meeting.

Section 4. Management Agent: Other Contracts. The Board of Directors may employ a professional management agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in Section 3 of this Article. Any agreement for professional management of the CIC or any other contract providing for the services of the Declarant, or any affiliate of the Declarant (as term is defined in the Act), may not exceed one year and shall provide for termination as set forth under Minn. Stat. Sec. 515B.3-105.

Section 5. Election and Term of Office. At any annual meeting of the Members, the Members (or the Declarant, pursuant to the Declaration) shall elect one-third of the Directors to serve a term of three (3) years, one-third of the Directors to serve a term of two (2) years, and one-third of the Directors to serve a term of one (1) year (such numbers to be as close as possible to an even one-third division). At the expiration of the initial term of office of each such Director, his or her successor shall be elected to serve a term of three (3) years and thereafter, all Directors shall be elected to serve terms of three (3) years. Directors shall hold office until their successors have been elected and hold their first meeting.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

Section 7. Removal of Directors. At any regular or special meeting of the Owners, any one or more of those Directors previously elected by the Owners may be removed with or without cause by a majority of the Owners and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting.

Section 8. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 9. Regular Meeting. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice upon the written request of at least three Directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by the Director of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 12. Board of Directors' Quorum. At all meetings of the Board of Directors, no fewer than two-thirds (2/3) of the directors entitled to vote shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice; provided, however, that the quorum required by the first sentence of this Section 12 shall be present at such adjourned meeting.

Section 13. Action Taken Without Meeting. The Board shall have the right to take any action in the absence of a meeting which it could take at a meeting when authorized in a writing signed by all directors.

Section 14. Compensation. Except as authorized by a vote of the Owners at a meeting thereof, the directors of the Association shall receive no compensation for their services in such capacity. A director may, or other Owner or Occupant may, upon approval by the Board, be retained by the Association and reasonably compensated for goods and services furnished to the Association in an individual capacity. Directors may be reimbursed for out-of-pocket expenses incurred in the performance of their duties.

ARTICLE V
Officers

Section 1. Designation. The principal officers of the Association shall be a President, a Secretary, and a Treasurer, all of whom shall be appointed by the Board of Directors, and from the Owners. The Directors may appoint a Vice President, an assistant treasurer, and an assistant secretary, and such other officers as in their judgment may be necessary. Any two offices, except that of President and Vice President, may be held by a single person.

Section 2. Appointment of Officers. The officers of the Association shall be appointed annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor appointed at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of president of a corporation, including but not limited to the power to appoint committees from among the Owners from time to time as he or she may, in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 5. Vice President. The Vice President shall take the place of the President and perform the President's duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association, shall have charge of such books and

papers as the Board of Directors may direct, shall prepare and deliver the recordable statement described in Section 515B.3-115 of the Act, and shall, in general, perform all the duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for preparing and delivering the financial statements required by these Bylaws or the Declaration. He or she shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. The office of Secretary and Treasurer may be held by the same person.

Section 8. Compensation. Except as authorized by a vote of the Owners at a meeting thereof, the officers of the Association shall receive no compensation for their services in such capacity. An officer may, or other Owner or Occupant may, upon approval by the board, be retained by the Association and reasonably compensated for goods and services furnished to the Association in an individual capacity. Officers may be reimbursed of out-of-pocket expenses incurred in the performance of their duties.

ARTICLE VI Obligations of the Owners

Section 1. Assessments. All Owners shall pay monthly assessments imposed by the Association to meet all common expenses, including premiums on all liability insurance and property insurance required or authorized under the Declaration as well as assessments levied for any other purpose required or authorized under the Declaration. The assessments shall be made in the proportions set forth in the Declaration, except that the Association may assess any common expense benefiting less than all of the Units against the Units benefited, such assessment to be allocated in accordance with the Act. Assessments shall include monthly payments to a reserve fund for replacement of those elements of the CIC which must be repaired or replaced on a periodic basis.

Section 2. Special Assessments. Provided the affirmative vote of Owners entitled to cast 67% of the votes of the

Association of a special meeting duly called for the purpose is obtained, the Association may levy a special assessment for an extraordinary capital expenditure not included in the annual budget, such amount to be payable in monthly installments over such period as such Owner may approve.

Section 3. Rules of Conduct

- (a) No Owner or Occupant shall post any advertisements, or posters of any kind in or on the CIC except as authorized by the Association in accordance with rules and regulations adopted under Article X hereof, or except as otherwise permitted under the Declaration.
- (b) All Owners shall abide by all applicable governmental laws, ordinances, rules, regulations and charter provisions.
- (c) No noxious or offensive activity shall be carried on in any Unit or on the Common Elements, nor shall anything be done therein, either willfully or negligently, which may be or may become an annoyance or nuisance to other Owners or Occupants.
- (d) No Owner or Occupant shall install wiring for electrical or telephone installation, television antennas, machines or air conditioning units, on the exterior of any of the buildings in the CIC or that protrude through the walls or roof of any of the buildings in the CIC except as authorized by the Association.
- (e) Failure of any Owner to comply with the provisions of the Governing Documents or Rules and Regulations of the Association shall give rise to a cause of action in the Association and any aggrieved Owner for the recovery of damages, or for injunctive relief, or both. The forgoing is not intended to restrict or limit the application of Section 515B.4-115 of the Act.

ARTICLE VII Amendment to Bylaws

These Bylaws may be amended by the Association in a duly constituted meeting of the members upon affirmative vote of the holders of more than fifty percent (50%) of the votes of the members, provided that any amendment affecting the matters specifically described in an Article of the Declaration shall follow the procedures required by that Article and provided, further, that the provisions of the Articles of Incorporation of

the Association shall also be complied with. In addition, the written consent of the Veterans Administration and the U.S. Department of Housing and Urban Development shall be required for any amendment to these Bylaws so long as the period of Declarant control set forth in the Declaration shall not have terminated, and provided further that such consent is required by such entity in regard to financing approvals on the property.

ARTICLE VIII
Mortgagees

An Owner who mortgages his or her Unit, shall notify the Association through the Management Agent, if any, or the President of the Board of Directors in the event there is no Management Agent, giving the name and address of his or her mortgagee; and the Association shall maintain such information in a book entitled "Mortgagees of Units."

ARTICLE IX
Indemnification of Officers and Directors

The Association shall indemnify and hold harmless every Director and officer, his or her heirs, executors and administrators, against all loss, cost, judgment and expense, including attorneys' fees, to the fullest extent permitted by Minnesota Statutes. The Association may obtain indemnification insurance for such purpose. The foregoing rights shall not be exclusive of other rights to which such Director or officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the Association by reason of or arising out of or in connection with the foregoing indemnification provisions and any premiums for indemnification insurance shall be treated and handled by the Association as a common expense; provided, however, that nothing in this Article IX shall be deemed to obligate the Association to indemnify any Owner who is or has been a director or officer of the Association, with respect to any duties or obligations assumed or damage or liabilities incurred by him or her solely in his or her capacity as an Owner.

ARTICLE X
Regulations and House Rules

Rules and regulations not inconsistent herewith concerning the use of Units and Common Elements, including, but not limited to, regulations relating to the ownership of pets, may be promulgated and amended from time to time by the Board of

Directors, to be effective thirty (30) days after the date of such promulgation. The Board of Directors may direct a special meeting of the members by resolution to consider such rule, regulation or amendment thereto. Notification of such special meeting shall be given and voting thereat shall be in accordance with the notice and voting provisions of these Bylaws. Copies of such rules, regulations and amendments thereto, shall be furnished by the Secretary to each member prior to the time when they shall become effective.

ARTICLE XI
Corporate Seal

The Association shall have no corporate seal.

ARTICLE XII
Compliance

These Bylaws are designed to comply with the requirements of the Act and the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A. In case any provision of these Bylaws shall conflict with the provisions of such statutes, the provisions of the statute in question will apply.

APPROVED:

Director

Director

Director

The undersigned hereby certifies that these are the Bylaws of Wings Over White Oak III Homeowners' Association, as adopted at the first meeting of the Board of Directors on March ____, 2006, and that the above signed are all directors of Wings Over White Oak III Homeowners' Association.

Secretary

STATE OF MINNESOTA)
)ss.
COUNTY OF DAKTOA)

The foregoing instrument was acknowledged before me this
____ day of March, 2006, by Keith Burton, a Director of Wings
Over White Oak III Homeowners' Association.

Notary Public

STATE OF MINNESOTA)
)ss.
COUNTY OF DAKOTA)

The foregoing instrument was acknowledged before me this
____ day of March, 2006, by M. William Johnson, a Director of
Wings Over White Oak III Homeowners' Association.

Notary Public

STATE OF MINNESOTA)
)ss.
COUNTY OF DAKOTA)

The foregoing instrument was acknowledged before me this
____ day of March, 2006, by Bryan Wolfe, a Director of Wings
Over White Oak III Homeowners' Association.

Notary Public

STATE OF MINNESOTA)
)ss.
COUNTY OF DAKOTA)

The foregoing instrument was acknowledged before me this
____ day of March, 2006, by Bryan Wolfe, the Secretary of Wings
Over White Oak III Homeowners' Association.

Notary Public

This instrument drafted by:
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