

ARTICLE I

NAME AND LOCATION

The name of the corporation is Northfork Homeowners Association, Inc. The Association was incorporated on September 10, 1985 as a Minnesota nonprofit corporation. The principal office of the Association shall be located at 713 Bradford Avenue, Champlin, Minnesota 55316. Meetings of the Members and Board of Directors may be held at such places within Anoka or Sherburne Counties, Minnesota, as the Board of Directors may designate.

ARTICLE II

DEFINITIONS

SECTION 1. "Association" means and refers to Northfork Homeowners Association, Inc., a Minnesota nonprofit corporation, its successors and assigns.

SECTION 2. "Board" means and refers to the Board of Directors of the Association.

SECTION 3. "Common Property" means and refers to all real property, and improvements thereon, owned by the Association for the common use and enjoyment of the Members. The Common Property, to be owned by the Association at the time of the conveyance of the first Lot are Outlots A and B, NORTHFORK, according to the recorded plat thereof Anoka County, Minnesota.

SECTION 4. "Declarant" means and refers to North Fork, 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 or by virtue of foreclosure of a mortgage or by any transfer in lieu thereof.

SECTION 5. "Declaration" means and refers to that certain "Declaration of Covenants, Conditions and Restrictions for Northfork" dated September 25, 1985 and recorded September 27, 1985 as Document No. 145186 in the Office of the Registrar of Titles in and for Anoka County, Minnesota, as the same may be amended from time to time as therein provided.

SECTION 6. "House" means and refers to any portion of a building located on a Lot and designated and intended for use and occupancy as a residence by a single family and including any garage which may be adjacent to or within such building.

SECTION 7. "Lot" means and refers to any platted plot of land shown upon any recorded plat of the Property, excluding the Common Property.

SECTION 8. "Member" means and refers to all Members under the Articles of Incorporation of the Association, as amended from time to time.

SECTION 9. "Property" means and refers to following properties located in the City of Ramsey, County of Anoka, State of Minnesota and such additions thereto or may hereafter be made pursuant to Section 2.3 of the Declaration:

- Lots 1 through 15, Block 1;
- Lots 1 through 5, Block 2;
- Lots 1 and 2, Block 3;
- Lots 1 through 12, Block 4;
- Lots I through 8, Block 5; and
- Outlots A and B; all in NORTHFORK, Anoka County, Minnesota

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. Annual Meetings. The first annual meeting of the Members shall be held within one year following the incorporation of the Association. Regular annual meetings of the Members shall be held thereafter in the same calendar month of each year unless the Members at any annual or special meeting designate a different date for annual meetings.

At each annual meeting of the Members the persons who are to constitute the Board of Directors shall be elected pursuant to Article IV hereof. Any other matter which is properly brought before any annual meeting of the Members and which is a proper subject for discussion or decision by the Members, may be passed upon at the annual meeting.

SECTION 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon the written request of Members representing 25 percent or more of the votes in the Association.

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 president by mailing such notice to each Member entitled to vote thereat, addressed to the Member's address as it appears on the books of the Associations, or as supplied by such member to the association for the purpose of notice. All notices hereunder shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Meetings shall not occur less than 14 days, or more than 30 days, subsequent to the mailing of notice hereunder.

SECTION 4. Quorum. The presence at any meeting of Members or of proxies entitled to cast 50 percent or more of the total votes in the Association shall constitute a quorum for any action to be properly taken at the meeting, except as otherwise provided in the Declaration, the Articles of Incorporation, or these Bylaws. If a quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat shall only have the power to adjourn the meeting to a future time without notice other than an announcement at the meeting.

SECTION 5. Proxies. At all meetings of the Members, each Member may vote in person or by proxy. Members shall have the voting rights specified in Article VI of the Articles of Incorporation and Article III, Section 3.2 of the Declaration. All proxies shall be in writing and filed with the secretary prior to or at the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her Lot.

SECTION 6. Voting Register. At the beginning of each meeting of the members, the Secretary shall present to the meeting a written list of the Lot addresses, the respective name or names of the Owners of the lots and the name of the one Owner (in case of multiple Owners of a Lot) authorized to vote for the lots all as shown by the records of the association.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE; REMOVAL; VACANCY; COMPENSATION

SECTION 1. Number. The affairs of the Association shall be managed by a Board of Directors, which directors need not be Members of the Association. The first Board shall consist of the three persons specified in the Articles of Incorporation. After the first annual meeting of the Members, the Board shall consist of five persons.

SECTION 2. Term of Office. At the first annual meeting of the Members, the Members shall elect two directors for a term of one year, two directors for a term of two years, and one director for a term of three years. At each annual meeting thereafter the Members shall elect the number of directors necessary to fill the expiring terms, each for a term of three years. Subject to the provisions of Section 3 hereof, each director shall serve for his or her above specified term and until his or her successor shall have been elected and qualified.

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. Notwithstanding the previous sentence, the Members shall have no right to remove any director elected by the Declarant.

SECTION 4. Resignation. Any director may resign anytime by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Vacancy. In the event of the death, resignation or removal of a director, his or her successor shall be elected by the Members of the Association at a special or regular meeting held for that purpose within 60 days after such death, resignation or removal, except that the Declarant shall elect the successor to any director elected by the Declarant who dies or resigns or is removed by the Declarant. Each successor director shall serve for the unexpired term of his or her predecessor.

SECTION 6. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, directors may be reimbursed for their actual expenses incurred in the performance of their duties.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination for election to the Board of Directors, for directors other than those to be elected by the Declarant, shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of the Members or at any meeting of the Members where one or more directors will be elected. The Nominating Committee shall consist of a Chairman, who shall be a director, and two or more Members of the Association, who may or may not be directors. The Nomination Committee shall be appointed by the board of Directors prior to each annual meeting of the Members, to serve until the subsequent Nominating Committee is appointed. 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 at each meeting of the Members.

SECTION 2. Election. Election to the Board of Directors shall be by secret written ballot. At each election to the Board, the Members or their proxies may cast their votes in accordance with the provisions of Article VI of the Articles of Incorporation and Article III, Section 3.2 of the Declaration: The number of persons equal to the number of vacancies to be filled who receive the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, bimonthly, quarterly, or semiannually, as determined from time to time by the Board, without notice, at such place and hour as may be fixed from time to time by the Board. Should a meeting date fall upon a legal holiday, the meeting shall be held at the same time on the next day which is not a legal holiday.

SECTION 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association or by any two directors but in no event upon less than three days, nor more than 21 days, written notice to each director.

SECTION 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

SECTION 4. 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. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Powers. The Board of Directors shall have power to:

- a. Adopt and publish rules and regulations, not inconsistent with the Declaration or law, governing the use of the Common Property and facilities, the personal conduct of the Members and their guests thereon, and the establishment of sanctions for the infraction thereof.
- b. Suspend the voting rights and the rights to use the recreational facilities of Members during any period in which such Members shall be in default in the payment of any assessment levied by the Association.
- c. Impose sanctions against Members who violate the Association's published rules and regulations, including, without limitation, suspension of their voting rights and their rights to use the recreational facilities for up to 60 days per infraction. Provided, however, that no sanctions may be imposed against any Member before he or she has been given notice of his or her alleged infraction and has been afforded an opportunity to be heard by the Board as provided in Section 14.3 of the Declaration, unless the infraction consists of the Member's delinquency in the payment of any assessment levied by the Association.
- d. Exercise for the Association all powers, duties and authority vested in or delegated by the Association to the Board and not reserved to the Membership by other provisions of these Bylaws or by the provisions of the Declaration or the Articles of Incorporation.
- e. Declare the office of a director to be vacant in the event such director shall be absent from three consecutive

regular meetings of the Board of Directors.

f. Employ on behalf of the Association managers, independent contractors, employees or such other persons as they deem necessary, and prescribe their duties.

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

- a. 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 or the members and at any special meeting when such statement is requested in writing by Members representing 25 percent or more of the Members entitled to vote at such special meeting.
- b. Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.
- c. Levy annual assessments and special assessments, collect such assessments and enforce the collection of such assessments all as provided in Article 6 of the Declaration.
- d. Issue, or cause an appropriate officer of the Association to issue, upon demand by any person, a certificate setting forth whether all assessments have been paid, and, if not, which assessments are unpaid.
- e. Procure and maintain adequate liability and hazard insurance as required by the Declaration.
- f. Procure and maintain other insurance required by the Declaration.
- g. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- h. Cause the Common Property to be maintained at the expense of the Association.

SECTION 3. Reserve Fund. The Board of Directors shall have the power and authority to levy as part of any annual assessment such sums of money as it determines necessary to establish a Preserve Fund to provide for the payment of future common property, maintenance, repair and replacement; provided that:

- a. The portion of the annual assessments which constitutes the homeowner's contribution to the Reserve Fund shall be specifically identified.
- b. Such monies shall be credited to an appropriate account on the books of the Association with the designation "RESERVE FUND -- COMMON PROPERTY"
- c. The Reserve Fund shall be in addition to and separate from the reserves for contingencies regularly maintained by the Association.

At a minimum, the Board of Directors shall establish an adequate reserve fund for maintenance, repairs and replacement of the Common Property that must be maintained, repaired and replaced from time to time.

SECTION 4. Investment of Reserve Fund. It shall be the duty of the Board of Directors to identify at each regular meeting of the Board that portion of the receipts of assessments which constitutes the Reserve Fund. The Board of Directors shall, not less frequently than semiannually, cause those funds to be invested in Certificates of Deposit, savings accounts, United States of America government bonds or state or municipal bonds. No other investment of the Reserve Fund shall be permitted.

SECTION 5. Use of Reserve Fund. Notwithstanding any provision herein to the contrary, "Common Property" as used in this Article with reference to Section 3 above shall mean and refer to maintenance, repair and replacement of the following:

- a. Sanitary sewers, storm sewers, storm water holding ponds or other public utilities in the Common Property, if any.
- b. Recreational and other common facilities in the Common Property, if any.
- c. Subdivision entrance monuments, if any. Except as provided in this Section, the Reserve Fund shall not be expended for other purposes.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Offices. The officers of the 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 may from time to time appoint.

SECTION 2. Appointment of Officers. The appointment of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

SECTION 3. Term. Each officer shall hold office for one year and until his or her successor shall have been appointed

and have qualified, unless he or she shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve.

SECTION 4. Special Appointments. The Board may appoint 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 of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she 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 Members and of the Board of Directors, shall see that orders and resolutions of the Board are carried out, and shall sign leases, mortgages, deeds, checks, promissory notes and other written instruments.
- b. Vice President. The vice president shall act in the place and stead of the president in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such duties as may be required by the Board.
- c. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Members and of the Board; serve notice of meetings of the Members and of the Board; keep appropriate current records setting forth the Members of the Association together with their addresses and voting agreements, if any, and shall perform such other duties as may be 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, sign checks and promissory notes of the Association, keep proper books of account, cause an annual review or audit of the Association books to be made by a public accountant at the completion of each fiscal year, and prepare an annual budget and a statement of income and expenditures to be presented and delivered to the Membership at its regular annual meeting.

ARTICLE IX

COMMITTEES

The Board shall appoint a Design Review Committee, as proposed in Article IX of the Declaration and a nominating committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint any other committees it may deem appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books and records of the Association, including the Declaration, Articles of Incorporation, and Bylaws, shall be subject to inspection by any Member and by any first mortgagee of a Lot during reasonable business hours.

ARTICLE XI

ASSESSMENTS

As more fully provided in Article VI of 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 and may be collected by the Association as provided in Article VI of the Declaration.

ARTICLE XII

LIMITATION ON MANAGEMENT CONTRACTS

The right of the Association to enter into contracts for the professional management of the Association's affairs is limited by Section 5.2 and 12.8 of the Declaration.

ARTICLE XIII

AMENDMENTS

The books and records of the Association, including the Declaration, Articles of Incorporation, and Bylaws, shall be subject to inspection by any Member and by any first mortgagee of a Lot during reasonable business hours.

ARTICLE XI

ASSESSMENTS

SECTION 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a two-thirds vote of a quorum of the Members present in person or by proxy.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

SECTION 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January (except that the first fiscal year shall begin on the date of incorporation) and end on the 31st day of December of each year.

SECTION 2. Remedies. The failure of any Member to comply with the provisions of these Bylaws, the Articles of Incorporation, or the Declaration shall give rise to a cause of action in the Association or in any aggrieved Member for the recovery of damages, or for injunctive relief, or both.

SECTION 3. Registration of Members. It shall be the duty of each Member to register promptly with the secretary of the Association, in writing, (i) the name and address of such Member and of each and any occupant of his or her Lot; (ii) the nature of such Member's interest or estate in each Lot owned; (iii) the address at which such member desires to receive notice of any duly called meeting of the Members, if other than the Lot; (iv) the name and address of the first mortgagee, if any; and, (v) the name of the one Owner, if there is more than one Owner of the Lot, who shall be authorized to cast the vote with respect to such Lot. If there is more than one Owner of a Lot, each must execute the registration as provided in this section.

SECTION 4. Notices. All notices required hereunder to be given to the Association or to the Board of Directors shall be sent by mail, postage prepaid, to the Board of Directors at the office of the Association, or to such other address as the Board of Directors may hereafter designate from time to time by written notice given in the manner hereinafter prescribed. All notices to any Member or occupant entitled to any notice shall be sent by mail, postage prepaid, to his or her Lot address, or to such other address as may be designated by him or her in writing from time to time to the Association. All notices to first mortgagees shall be sent by mail, postage prepaid, to their respective addresses as designated by them from time to time in writing to the Association. All notices shall be deemed to have been given when deposited in the United States mail, postage prepaid, except notices and registration pursuant to Section 3 hereof, which shall be deemed to have been given when received.

SECTION 5. Severability. The invalidity or unenforceability of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these bylaws.

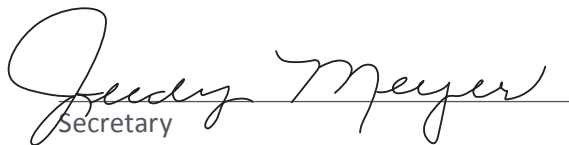
SECTION 6. Seal. The Association shall have no corporate seal.

CERTIFICATION

I, Judy Meyer, do hereby certify: That I am the duly elected and acting secretary of Northfork Homeowners Association, Inc., a Minnesota nonprofit corporation; and

That the foregoing Bylaws are a true and correct copy of the current Bylaws of said Association, being the original Bylaws, duly adopted by the Board of Directors of the Association on September 30, 1985. As of this date there have been no amendments to the Bylaws.

IN WITNESS WHEREOF, I have hereunto subscribed my name this day of November, 1985.


Secretary