

2/2/82

APR. 1, 1985

RESTATED
BY-LAWS OF
FOREST OAKS HOME OWNERS ASSOCIATION

ARTICLE I.

NAME AND LOCATION

The name of the corporation is Forest Oaks Home Owners Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 303 Jackson Avenue, Elk River, Minnesota 55330, but meetings of members and directors may be held at such places within the State of Minnesota, County of Anoka, as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS

Section 1. "Association" shall mean and refer to Forest Oaks Home Owners Association, its successors or assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants Restrictions and Easements and such additions thereto as may hereafter be annexed.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants Restrictions and Easements applicable to the property recorded in the office of the County Recorder in and for Anoka County, Minnesota as Document No. 545184.

Section 4. "Declarant" shall mean and refer to Gerald J. Smith and Associates, Inc. and The Gorgen Co., their successors and assigns if such successors or assigns should acquire more than one undeveloped lot from Gerald J. Smith and Associates, Inc. and The Gorgen Co. for the purpose of development.

Section 5. "Living Unit" shall mean and refer to the single family townhouse type dwelling located or to be located upon one given lot.

Section 6. "Lot" shall mean and refer to any individual

lot shown upon a recorded survey of the properties with the exception of common area or public area.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. "Mortgage" shall mean any Mortgage or other security instrument by which a parcel or any part thereof is encumbered.

Section 9. "Mortgagee" shall mean any person named as the Mortgagee under any Mortgage under which the interest of any Owner is encumbered, or any successor to the interest of such person under such Mortgage.

Section 10. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those 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. "Common Area" shall mean and refer to all real property and facilities which may hereafter be acquired by the Association for the common use and enjoyment of the owners.

Section 13. "Private Common Driveway" shall refer to the access driveways from public streets to the units.

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 the votes of ~~any~~ class of 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 proxyholders, 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 nine (9) 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 three (3) Directors

for a term of one (1) year, three (3) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years; and at each annual meeting thereafter the Members shall elect three (3) Directors for a term of three (3) 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 Member 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) 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.
- b) 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.
- c) 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.
- d) 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.
- e) 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, as provided in Article III, Section 2.
- f) To establish, levy and assess and collect the assessments or charges referred to in Article XI.
- g) 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, 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, Private Yard Areas, the exteriors of all Living Units and other buildings on the Property and driveways to be maintained in accordance with standards set forth in the Declaration.
- h) Charge, in its discretion, reasonable fees for the use of any recreational facility situated upon the Common Area.
- i) Suspend the voting rights and right to use of the recreational facilities by an Owner for any period during which any assessment against his Unit remains unpaid; and for a period not to exceed 60 days for any infraction of its published rules and regulations.

ARTICLE VII.
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, 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 VIII.
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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 . 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, deeds 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 papers 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 IX.

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 X.

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 XI.

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 attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability of the assessments provided for herein by abandonment of his Lot or otherwise.

ARTICLE XII.

CORPORATE SEAL

Section 1. The Association shall have a seal which shall be circular in form and shall have inscribed around the border the name of the corporation, the name of the State of Minnesota, and the words "corporate seal".

ARTICLE XIII.

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of each class of Members present in person or by proxy; provided, however, that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments to these By-Laws as long as there is Class B membership.

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

ARTICLE XIV.

FISCAL YEAR

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 Forest Oaks Home Owners Association, have hereunto set our hands this 2nd day of August, 1982.

~~Terry L. Hartmann~~

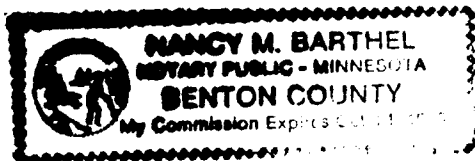
Rickey L. Hartmann

Dale S. Nordby

David L. Sternquist

STATE OF MINNESOTA)) ss
COUNTY OF HENNEPIN)

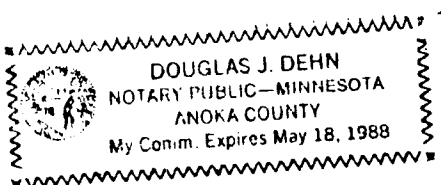
On this 1st day of August, 1982, personally appeared before me Terry L. Hartmann, Rickey L. Hartmann, Dale S. Nordby and David L. Sternquist, to me known to be the persons named in and who executed the foregoing By-Laws, and each acknowledged this to be their free act and deed for the uses and purposes therein expressed.



Harvey M. Bratton
Notary Public, Benton County, MN
My commission expires: 10/21/86

STATE OF MINNESOTA) ss
COUNTY OF ANOKA)

On this 2nd day of August, 1982, personally appeared before me Terry L. Hartmann and Rickey L. Hartmann, to me known to be the persons named in and who executed the foregoing By-Laws, and each acknowledged this to be their free act and deed for the uses and purposes therein expressed.



Douglas J. Behr
Notary Public, Anoka County, Minnesota
My Commission Expires: