BYLAWS
OF

WESTRIDGE LAKE ESTATES HOMEOWNERS ASSOCIATION, INC.

This instrument constitutes the Bylaws of WESTRIDGE LAKE ESTATES HOMEOWNERS ASSOCIATION, INC., a nonprofit corporation duly organized under the laws of the State of Minnesota, hereinafter referred to as the Association.

DEFINITIONS

Bylaw 1. The following definitions shall apply to these Bylaws:

"Declarant" shall mean Westridge Bay Company, a Minnesota corporation, its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from Declarant for the purpose of development.

"Lot" shall mean and refer to any Lot shown upon any recorded subdivision map of the Property.

"Living Unit" shall mean a residential housing unit consisting of a group of rooms and hallways which are designed or intended for use as living quarters for a family or other grouping of persons living together.

"Owner" shall mean the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

"Property" shall mean and refer to that certain real property described and defined as such in the Declaration and such additions thereto as hereafter may be expressly brought within the jurisdiction of the Association.

"Declaration" shall mean and refer to the Declaration of covenants, conditions, restrictions and easements for WESTRIDGE LAKE ESTATES filed for record in the office of the County Recorder in and for Scott County, Minnesota, on _____, , as Document No. _____ and shall include any amended or supplemental Declaration executed in accordance with the provisions thereof.

"Member" shall mean any person or entity holding membership in the Association as provided in Bylaw 2 hereof.

"Association" shall mean and refer to this corporation, which is also referred to as the "Association" in said Declaration.

MEMBERSHIP AND VOTING RIGHTS

Bylaw 2. Membership Every Owner of a Lot subject to assessment, except as herein provided to the contrary, shall be entitled and required to be a member of the Association. If title to a Lot is held by more than one person, each of such persons shall be a member. An Owner of more than one Lot shall be entitled to one membership for each such Lot. Each such membership shall be appurtenant to the Lot upon which it is based and shall transfer automatically by voluntary or involuntary conveyance of the title of that Lot. No person or entity other than an Owner or Declarant may be a member of the Association, and a membership in the Association may not be transferred except in connection with the transfer of title to that Lot. An Owner may, however, assign voting rights to a Mortgagee or contract purchaser.

Bylaw 3. Transfer Membership in the Association shall not be transferred, pledged or alienated in any way, except upon the transfer of the record title of a Lot and then only to such transferee, by assignment, intestate succession, testamentary disposition, foreclosure of mortgage of record or other legal process. It shall be the responsibility of each Owner, upon becoming entitled to membership, so to notify the Association in writing, and until so notified, the Association may continue to carry the name of the former Owner as a member, in its sole discretion. In the event the Owner of any Lot should fail or refuse to transfer the membership registered in his name to the transferee of title of such Lot, the Association shall have the right to record the transfer upon the books of the Association and issue a new membership to the transferee, and thereupon the old membership outstanding in the name of the transferor shall be null and void as though the same had been surrendered.

Bylaw 4. Voting The Assocation shall have two classes of voting membership.

A. Class A. Class A members shall be Owners of Lots, with the exception of the Declarant prior to termination of Class B. membership, and shall be entitled to one vote for each Lot owned. When more than one person holds title to any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot. There can be no split vote. Prior to or at the time of any meeting at which a vote is to be taken, each co-Owner or other person entitled to a vote at such meeting shall file with the Secretary of the Association the name of the voting co-Owner or other person entitled to a vote at such meeting unless such co-Owner or other person has filed a general voting authority with the Secretary applicable to all votes until rescinded.

B. Class B. The Class B member shall be the Declarant, who shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

(i) When the Declarant no longer owns a lot in WESTRIDGE LAKE ESTATES FIRST ADDITION or additional lots platted from Outlots E through O, WESTRIDGE LAKE ESTATES FIRST ADDITION; or

(ii) The tenth anniversary of the recording of the Declaration; or

(iii) When the Declarant resigns as a Class B member and assigns its rights to the Association.

Bylaw 5. Suspension of Voting Rights. In the event any Owner shall be in arrears in the payment of any amounts due under any of the provisions of the Declaration or these By-Laws for a period of thirty (30) days, or shall be in default in the performance of any of the terms of the Declaration or these By-Laws for a period of thirty (30) days, such Owner's right to vote as a member of the Association shall be suspended and shall remain suspended until all payments are brought current and all defaults remedied.

Bylaw 6. Quorum. The presence in person or by proxy of twenty-five percent (25%) 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 Declaraction 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 power to adjourn the meeting from time to time, without notice other than announcement of the meeting, until quorum as aforesaid shall be present or represented.

Bylaw 7. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Association before the appointed time of each meeting of the members of the Association. Cumulative voting shall not be permitted.

Bylaw 8. Majority Required. A majority vote of the voting power present or represented shall be sufficient for the transaction of all business of the Association except on matters where a greater vote is required by the Declaration, the Articles of Incorporation, the By-Laws or by statute.

Bylaw 9. Meetings. Meetings of the Association shall be in accordance with the following provisions:

A. Annual Meetings. The first annual meeting of the members of the Association shall be held within one (1) year from the date of incorporation of the Association, the exact date to be decided by the Board of Directors. At such first annual meeting of the members, the members may designate a regular date for successive annual if the members fail to designate such a regular date, the Board of Directors may continue to designate the date of the next annual meeting until such a designation is made by the members. If any designated date falls upon a legal holiday, it shall be understood that the actual date of the meeting shall be the next business day succeeding such designated date. If a regular meeting has not been held during the preceding 15 months, ten percent or more of the members with voting rights may demand a meeting in accordance with Minnesota Statutes 317A.431, subdivision 2.

B. Special Meetings. A special meeting of the members shall be held within 120 days of the termination of Class B membership, at which time an election shall be had of a full slate of Directors who shall collectively replace the the unexpired terms of the Board in office immediately prior to such election. It shall be the duty of the President to call a special meeting of the members when requested in writing by two (2) members of the Board of Directors or upon a petition signed by members who are entitled to vote ten percent (10%) or more of all of the Class A membership. Notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless all of the members with voting rights have waived notice of the meeting under Minnesota Statutes 317A.435.

C. Notice of Meetings. It shall be the duty of the Secretary to serve a notice of each annual or special meeting, stating the purposes thereof as well as the time and place where it is to be held, upon each member of record, at least five (5) days, but not more than thirty (30) days, prior to such meeting. The mailing of a notice to each member at the address shown for such member on the Association's records shall be deemed notice served.

D. Order of Business. The order of business at all meetings of the members shall be as follows:
(1) Roll call
(2) Proof of notice of meeting or waiver of notice
(3) Reading of minutes of preceding meeting
(4) Reports of officers
(5) Report of committees
(6) Election of Directors (if applicable)
(7) Unfinished business

(8) New business
(9) Adjournment

NOMINATION AND ELECTION OF DIRECTORS

Bylaw 10. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations also may 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 (2) other persons. 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 nominations may be made from among members or non-members.

Bylaw 11. 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 is not permitted.

BOARD OF DIRECTORS

Bylaw 12. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of three (3) persons. Directors need not be members of the Association.

Bylaw 13. First Board of Directors. The first Board of Directors named in the Articles of Incorporation shall maintain, manage and administer the affairs of, the real estate and other property of the Association, until the first annual meeting of the members and until their successors have been duly elected and qualified, unless said Directors sooner resign, be removed or are otherwise disqualified to serve.

Bylaw 14. Powers. The Board of Directors shall have the following powers:

A. To adopt and publish rules and requlations governing the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

B. To assess reasonable service charges for tardy payment of assessments and for returned checks;

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 Bylaws, or the Articles;

D. To employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties, subject to the limitations set forth in the Declaration.

Bylaw 15. Duties. The Board of Directors shall have the following duties:

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 when such statement is requested in writing by one-half (1/2) of the membership entitled to vote;

B. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

C. To establish the annual assessment period and fix the amount of the annual assessment against each member for each Lot owned and against the Declarant, if any, for the following fiscal year preceding the start of such fiscal year, all in accordance with the terms of the Declaration and these Bylaws;

D. To fix the amount of any special or other assessment against each member for each Lot owned and against the Declarant, all in accordance with the terms of the Declaration and these Bylaws;

E. To send written notice to all members of any meeting of the members called for the purpose of voting upon a proposed special assessment;

F. To send written notice of each assessment for the following fiscal year to every Owner and, where appropriate, to the Declarant, not later than thirty (30) days preceding the start of such fiscal year, and levy all such assessments as liens;

G. To foreclose in the same manner as a mortgage the lien against any Lot for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner or other person personally obligated to pay the same;

H. To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificae setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states in assessment has been paid, such certificate shall be conclusive evidence of such payment;

I. To cause the Common Water System to be inspected and maintained.

J. To cause the Community Facilities to be maintained;

K. To cause an Annual Sewer Inspection Report to be submitted to the City of Shakopee by a State Certified Sewer Inspector who is licensed by Scott County. Report shall be due one year from the date that the first occupancy permit is issued, and on the anniversary date thereafter. The on-site sewage systems are privately owned by the lot owners in the subdivisions. The purpose of the report is to determine any adverse impact as a result of the on-site sewage systems on the subdivision and report same to the City of Shakopee. The cost of the report shall be paid by the WESTRIDGE LAKE ESTATES HOMEOWNERS ASSOCIATION; and

L. To perform the other functions of the Association set forth in the Declaration.

Bylaw 16. Term of Office. At the first annual meeting the members shall elect one (1) Director for a term of one year, one (1) Director for a term of two years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the members shall elect Directors for a term of three (3) years to fill the vacancies created by expiring terms. There shall be no limit on the number of times a Director may serve.

Bylaw 17. Vacancies. Any vacancy in the Board of Directors (except when caused by removal by action of the members under Bylaw 19) shall be filled by vote of the majority of remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director for the unexpired term of his predecessor, or until his successor is elected.

Bylaw 18. 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.

Bylaw 19. Removal of Directors. At any regular or special meeting of the Board duly called, any Director may be removed with or without cause by a majority of the Directors and a successor may then and there be elected to fill the vacancy thus created. At any regular or special meeting of the members duly

called, any Director may be removed with or without cause by a majority of those members eligible to elect the director, and the members may then and there elect a successor to fill the vacancy thus created.

Bylaw 20. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of its 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, provided a majority of the whole Board of Directors shall be present.

Bylaw 21. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place the Board of Directors, should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Bylaw 22. 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 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 on the written request of at least three (3) Directors.

Bylaw 23. Telephone Conference. A meeting of the Directors or any committee of the Board may be conducted by a telephone conference or any means of communication through which participants may simultaneously hear each other during the meeting, if the same notice of the conference has been given as would be required for a meeting and if the number of persons participating in such a conference is sufficient to constitute a quorum. Participating in a conference constitutes personal presence at the meeting. A Director may participate in a board meeting by means of communication through which the director, other directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means constitutes personal presence at the meeting.

Bylaw 24. 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 of Directors shall be deemed a waiver of notice by him 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.

Bylaw 25. No Proxies. Directors shall not vote by proxy.

Bylaw 26. Quorum. At all meetings of the Board of Directors, a majority of the Directors 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 except as otherwise provided in the Declaration, Articles or these Bylaws. If, at any meeting of the Board of Directors, there be less than a quorum present, the majoritiy 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.

Bylaw 27. 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.

OFFICERS AND THEIR DUTIES

Bylaw 28. 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 treasurer, and such other officers as the Board may from time to time by resolution create.

Bylaw 29. 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.

Bylaw 30. Term. The officers of this Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year unless he shall sooner resign, be removed or otherwise be disqualified to serve.

Bylaw 31. 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 of Directors may, from time to time, determine.

Bylaw 32. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 specifid therein, the acceptance of such resignation shall not be necessary to make it effective.

Bylaw 33. Vacancies. A vacancy in any office may be filled by appoinment by the Board of Directors. The officer appointed to

such vacancy shall serve for the remainder of the term of the officer he replaces.

Bylaw 34. 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 Bylaw 31.

Bylaw 35. Duties. The duties of the officers are as follows:

PRESIDENT

A. 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 (except to the extent that the Board of Directors authorizes or mandates the delegation of such authority), and shall have the power to appoint committees from among the members of the Association from time to time as may be the president's discretion deem appropriate to assist in conducting the affairs of the Association.

VICE PRESIDENT

B. The vice president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors.

SECRETARY

C. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall keep the corporate seal of the Association (if any be adopted) and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of all members; shall keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as requirred by the Board of Directors.

TREASURER

D. 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 (except to the extent that the

Board of Directors authorizes or mandates the delegation of such authority); shall keep proper books of account; 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.

Bylaw 36. Committees. The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

OTHER MATTERS

Bylaw 37. Indemnification of Officers and Directors. To the full extent permitted by Minnesota Statutues, Section 317A.521 as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any proceeding by reason of former or present official capacity in the Association shall be indemnified.

Bylaw 38. Fiscal Year. The fiscal year of the Association shall commence January 1 and end the following December 31 each year.

Bylaw 39. 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 comtinuing 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 thrity (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property by action or by the power of sale granted by the Declaration in the same manner as a mortgage, and 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 escapt liability for the assessments provided for herein by nonuse of the common area or abandonment of the Owner's Lot.

Bylaw 40. Amendments. These By-Laws may be amended, at a regular or special meeting of the members, by the vote of 75% of each class of members. Amendments affecting the Declaration of the rights and obligations thereunder may not be effective as to such rights and obligations unless the requirements for amendment set forth in the Declaration are followed.

Bylaw 41. Construction of Conflicts. 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.

CERTIFICATE

The foregoing were adopted as the Bylaws of WESTRIDGE LAKE ESTATES HOMEOWNERS ASSOCIATION, INC., a nonprofit corporation under the laws of the State of Minnesota, at a meeting of the Board of Directors on January 15, 19 74.

APPROVED:

Director

Secretary

Director

Director

IN WITNESS WHEREOF, the said Westridge Bay Company, a Minnesota corporation, has caused this document to be executed as of the day and year first above written.

WESTRIDGE BAY COMPANY

By: _____
DARREL E. GONYEA
President

STATE OF MINNESOTA)
) ss.
COUNTY OF SCOTT)

The foregoing instrument was acknolwledged before me this 16th day of January, 1994, by DARREL E. GONYEA, President of Westridge Bay Company, a Minnesota corporation, on behalf of the corporation.

_____
Notary Public