

BYLAWS
OF
SHAVERS LAKE PRESERVATION ASSOCIATION
a corporation under the laws of Minnesota

ARTICLE I

NAME, PURPOSE AND LOCATION

Set forth herein are the Bylaws of Shavers Lake Preservation Association, a Minnesota non-profit organization (the "Association"). The Association has been organized for the purpose of preserving and improving the environmental, recreational, aesthetic and economic values of Shavers Lake (the "Lake"), situated in Hennepin County, Minnesota. Unless otherwise fixed by the Board of Directors, the principal office of the Association shall be 17737 Maple Hill Road, Wayzata, Minnesota 55391.

ARTICLE II

MEMBERSHIP

1. Members. The members of the Association (each a "Member" and collectively the "Members") shall be such persons who have applied for membership and whose dues and other payments have been accepted by the Association.

2. Dues. The Board of Directors shall have the right to determine the dues or other payments to be made by Members

from time to time. The membership year shall be the same as the fiscal year of the Association.

3. Honorary Membership. The Board of Directors may confer honorary membership on any individual or individuals on such criteria, and with such voting rights, as the Board of Directors may from time to time determine.

ARTICLE III

MEETINGS OF MEMBERS AND VOTING

1. Annual Meeting. The annual meeting of the Members for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held in each place and at such time as may be designated from time to time by the Board of Directors. If the Board of Directors does not fix a different time or place, each such meeting shall be held at 7:30 P.M. during the second week in May at the registered office of the Association.

2. Special Meetings. Special meetings of the Members may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of a majority of the Members. Anyone entitled to call a special meeting of the Members may make written request to the Secretary to call the meeting, and the Secretary shall then give written notice of the meeting, setting forth the time, place and purpose thereof, to be held between five (5) and thirty (30) days after receiving the request. If the Secretary fails to give such notice within seven

(7) days from the date on which the request is made, the person or persons who requested the meeting may fix the time and place of the meeting and shall give notice to the Members as provided below. No business shall be transacted at a special meeting except as stated in the notice.

3. Notice of Meetings. Written notice of the time, place and purpose of each annual or special meeting of the Association shall be given to each Member at least ten (10) days prior to such meeting. If sent by United States mail, such notice to any Member shall be deemed given when deposited in such mail, first class postage pre-paid, addressed to such Member at the most recent address therefor shown on the latest records of the Association. Such notice may be hand delivered or sent by United States mail. Any Member may waive notice before, at, or after a meeting. Appearance at a meeting is deemed a waiver of notice unless it is solely for the purpose of asserting the illegality of the meeting.

4. Voting. Each membership shall be entitled to one vote, which may be cast in person or by proxy, on any question coming before the meeting. A membership may be held jointly by more than one person, and voting rights for such a jointly held membership shall be exercised pro rata in proportion to contributions to the dues for such membership. The presence of ten percent (10%) of the Members shall constitute a quorum at any meeting thereof. The Members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting

from time to time. A majority vote of the Members present and entitled to vote at any meeting at which is quorum is present shall be sufficient to transact any business. When any meeting of the Members is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Any action that may be taken at a meeting of the Members may be taken without a meeting if authorized in writing and signed by all Members who are entitled to notice of the meeting for such purpose.

ARTICLE IV

BOARD OF DIRECTORS

1. Number. The Board of Directors shall consist of seven (7) persons.

2. Initial Board of Directors. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation who shall serve until the election and qualification of their successors at the first annual meeting of the Association.

3. Term of Office. The term of office for a Director shall be one (1) year. A Director shall hold office during the term for which he or she was elected and until his or her successor has been elected and qualified or until his or her prior death, resignation or removal. Any Director may at any time be removed with or without cause by vote of the Members at a

special meeting thereof called for that purpose. Any vacancy occurring because of the death, resignation or removal of a Director shall be filled by the Board of Directors for the unexpired term of such Director.

4. Ex officio Directors. The Board of Directors may, from time to time, elect one or more ex officio Directors who shall advise the Board of Directors but shall not vote. Any such election shall be for such term and based on such criteria as the Board of Directors may from time to time deem appropriate.

5. Powers 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, except those which by law or under these Bylaws may not be delegated to the Board of Directors by the Members. Such powers and duties of the Board of Directors shall include, without limitation, the following:

(a) to provide for the construction, reconstruction, maintenance, preservation, and control and regulation of improvements to and around the Lake;

(b) to exercise all the rights, powers and privileges and to perform all of the duties and obligations of the Association;

(c) to acquire, purchase, hold, rent, manage, sell, donate, improve, lease or convey real or personal property of every kind and nature or any interest therein;

(d) to fix, levy, and collect membership dues, contributions and other funds necessary to conduct the business of the Association;

(e) to enter into leases, rental agreements, other contracts, sales and purchases necessary to carry out and fulfill the purposes of the Association;

(f) to hire and employ agents, servants and employees for the performance of any of the rights, duties, obligations or activities of the Association;

(g) to lease, borrow, obtain, own and use machinery, equipment or materials of any kind and to perform or supply services of any nature for the benefit of the Members;

(h) to open bank accounts on behalf of the Association and designate the signatories required therefor;

(i) to obtain insurance for the property owned or operated by the Association;

(j) to do any and all other things reasonably necessary or incidental to accomplish said purposes.

6. Regular Meetings. The annual meeting of the Board of Directors for the purpose of electing officers and such other business as may properly come before the meeting shall be held each year immediately following the annual meeting of the Association. Notice of the annual meeting of the Board of Directors shall be given to each Director by mail at least seven (7) business days prior to the day named for such meeting. Other regular meetings of the Board of Directors may be held without

notice at such time and place as shall be determined from time to time by a majority of the Directors.

7. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) business days' notice by mail or telegraph to each Director, 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 written request by at least three (3) Directors.

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

9. Quorum. At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. Notice of an adjourned meeting need not be given other than by announcement at the

meeting at which adjournment is taken. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

10. Action by Unanimous Consent. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by a writing signed by all Directors.

11. Compensation. No Director shall receive any compensation from the Association for acting as such.

12. Liability of Directors. No Director shall be liable to the Association or any member thereof for any act, failure to act, mistake of judgment or negligence in his or her capacity as a Director except in the event of individual willful misconduct or bad faith on the part of such Director.

13. Indemnification. The Association shall have the power to indemnify Directors, officers, employees or agents against certain expenses and liabilities as provided by Minnesota Statutes, section 317.16, subd. 1(14).

ARTICLE V

OFFICERS

1. Designation. The officers of the Association shall be the President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an assistant treasurer, an assistant

secretary and such other officers it may deem necessary. Each officer shall be elected from among the Directors.

2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting thereof following the annual meeting of Members and shall hold office at the pleasure of the Board of Directors.

3. Removal of Officers. Any officer may be removed by the Board of Directors, with or without cause, and his or her successor may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose.

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 the Board of Directors. He or she shall have all of the general powers and duties delegated by the Board and which are usual and incident to the office of the president of a business corporation organized under the Minnesota Business Corporation Act, including without limitation the power to appoint committees from among the Members from time to time as the President may deem appropriate to assist in the conduct of the affairs of the Association. If the President is absent or unable to act, the Board of Directors shall appoint another Director to act in his or her place on an interim basis.

5. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, shall have charge of such books and papers as the Board of

Directors may direct and shall perform all the duties delegated to the Secretary by the Board of Directors which are usual and incident to the office of secretary of a business corporation organized under the Minnesota Business Corporation Act.

6. Treasurer. The Treasurer shall have the responsibility for funds and securities of the Association, shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements and shall maintain and prepare all required financial data and documents. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board of Directors, shall report to the Board of Directors at the annual meeting and provide such further reports as the Board of Directors may from time to time request, and shall perform all of the duties delegated to him by the Board of Directors which are usual or incident to the office of treasurer of a business corporation organized under the Minnesota Business Corporation Act.

7. Agreements, Deeds, Checks, and Other Documents. All agreements, contracts, deeds, leases, checks, mortgages and other instruments of the Board of Directors or of the Association shall be executed by any two (2) officers of the Association or by such other person or persons as may be designated by the Board of Directors.

8. Compensation of Officers. No officer shall receive any compensation from the Association for acting as such.

9. Association Funds and Property. All funds and the titles to all properties acquired by the Association, and the proceeds thereof, after deducting therefrom the costs incurred by the Association in acquiring the same, shall be held by the Association for the purposes stated herein.

10. Depository. The depositories of the Association shall be such banks or savings and loan associations as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Directors.

11. Books and Accounts. The books, accounts and records of the Association shall be open to inspection by any Director at all times. Each Member shall have the right to inspect all books, accounts and records of the Association during reasonable business hours.

ARTICLE VI

MISCELLANEOUS

1. Amendments. The Articles of Incorporation and Bylaws of the Association may be amended from time to time in the

manner provided by law to include or omit any provision which could be lawfully included or omitted at the time such amendment is made.

2. Corporate Seal. The Association shall not have a seal.

3. Fiscal Year. The fiscal year of the Association shall begin on April 1 and end on the succeeding March 31; unless otherwise designated by the Board of Directors.

The undersigned hereby certifies that the foregoing Bylaws were adopted as the Bylaws of Shavers Lake Preservation Association, a corporation organized under the laws of the State of Minnesota, by action of the Board of Directors at the first meeting thereof, effective May 17, 1984.

Charles C. Schwantes
Director

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ARTICLES OF INCORPORATION
OF
SHAVERS LAKE PRESERVATION ASSOCIATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Shavers Lake Preservation Association.

ARTICLE II

This corporation is organized and shall be operated for the purpose of preserving and improving the environmental, recreational, aesthetic and economic value of Shavers Lake, situated in Hennepin County, Minnesota (the "Lake"), and for such other lawful purposes as may legally be carried on by a nonprofit corporation created under the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, and any further laws amendatory thereof or supplementary thereto, which shall include, but not be limited to, the following:

- (a) to provide for the construction, reconstruction, maintenance, preservation, control, and regulation of improvements to and around the Lake.

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(b) to exercise all the rights, powers and privileges and to perform all of the duties and obligations of a corporation.

(c) to acquire, purchase, hold, rent, manage, sell, donate, improve, lease or convey real or personal property of every kind and nature or any interest therein.

(d) to fix, levy, and collect membership dues, contributions and other funds necessary to conduct the business of this corporation.

(e) to enter into leases, rental agreements, other contracts, sales and purchases necessary to carry out and fulfill the purposes of this corporation.

(f) to hire and employ agents, servants and employees for the performance of any of the rights, duties, obligations or activities of this corporation.

(g) to lease, borrow, obtain, own and use machinery, equipment or materials of any kind and to perform or supply services of any nature for the benefit of this corporation or its members.

(h) to do any and all things reasonably necessary or incidental to accomplish said purposes.

ARTICLE III

This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors or officers.

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ARTICLE IV

The members of this corporation shall be those persons described as members in the Bylaws of this corporation. The duration of this corporation shall be perpetual. ✓

ARTICLE V

The registered office of this corporation shall be:

17737 Maple Hill Road
Wayzata, Minnesota 55391 ✓

ARTICLE VI

In the event of dissolution of this corporation and subject to prior compliance with subdivision 1, clauses (2), (3) and (4) of section 317.57 of the Minnesota Statutes, all of the then assets of this corporation shall be distributed pro rata to the members according to their membership interests. The dissolution shall be conducted under court supervision, if required under the statutes of the State of Minnesota, as enacted or as hereafter amended.

ARTICLE VII

The name and address of the incorporator, a natural person of full age, is:

Carolyn C. Schwantes
17920 Shavers Lake Drive
Wayzata, Minnesota 55391

ARTICLE VIII

The first Board of Directors of this corporation shall consist of the seven (7) persons whose names and addresses are set forth below:

Mr. Earl Mosiman
17737 Maple Hill Road
Wayzata, Minn. 55391

Mrs. Mary Hazlett
17810 Tioga Trail
Wayzata, Minn. 55391

Mrs. Carolyn C. Schwantes
17920 Shavers Lake Drive
Wayzata, Minn. 55391

Mrs. Helen Hartfiel
17901 Maple Hill Road
Wayzata, Minn. 55391

Mr. Michael Woodyard
18150 Shavers Lake Drive
Wayzata, Minn. 55391

Mr. Robert Baker
3305 Maplewood Road
Wayzata, Minn. 55391

Mrs. Nancy Mancino
18108 Shavers Lake Drive
Wayzata, Minn. 55391

The term of office of the first Board of Directors shall continue until successor directors have been elected and have qualified as provided by the Bylaws of this corporation.

