

**FIRST AMENDMENT TO THE BYLAWS OF
VALLEY POND TOWNHOME ASSOCIATION**

This First Amendment to the Bylaws of Valley Pond Townhome Association, originally dated November 27, 1984, and recorded November 28, 1984 in Book 87 of Miscellaneous Records, pages 49-61 (hereinafter the "Bylaws") is adopted in accordance with Article X of the Bylaws.

Recitals

The Bylaws established Valley Pond Townhome Association (the "Association") as a Minnesota non-profit corporation, its successors and assigns;

The Bylaws affects the real property described on Exhibit A attached hereto;

Article X of the Bylaws permits the Bylaws to be amended by approval of "Members" holding a majority of total votes (50%) in the Association;

"Member" shall mean and refer to those persons entitled to membership in the Association as provided in Article VI of the Articles of Incorporation of the Association;

The Articles of Incorporation of the Association state that "Every person or entity who is a record owner of a fee or undivided fee simple interest in any Lot shall be a "Member" of the Association;

The Declarants no longer own any unsold units and, therefore, their consent to any amendment is not required;

The members of the Association desire to amend the Bylaws;

Now therefore, the parties hereto, constituting at least fifty percent (50%) of the Members (as that term is defined in the Bylaws), hereby amend the Bylaws as follows:

Article VI, Section 1 is hereby deleted in its entirety and replaced with the following:

Section 1: ELECTION. The Board of Directors, at its first meeting after the annual meeting of Members, shall elect from the Members a President and Vice President, and shall also elect a Secretary and Treasurer, each officer to hold office until the first meeting of the Board of Directors following the next annual meeting of Members and until their successors are elected and qualified. The Board may from time to time appoint such other officers as it considers desirable to hold office at the pleasure of the Board.

1. The President or Secretary of the Association are further authorized and directed to execute and record, with the appropriate real estate records, an affidavit in accordance with Minnesota Statute Section 515B.1-116(d) confirming that this Amendment and Approval have been duly adopted by at least fifty percent (50%) of the Members.

