CERTIFICATE OF RESOLUTION

OF BOARD OF DIRECTORS

OF LAKE PARK HOMEOWNER'S ASSOCIATION, INC.

The undersigned hereby certifies that she is the duly elected Secretary of Lake Park Homeowner's Association, Inc., a Wisconsin corporation ("Corporation"); that the following is a true and correct copy of Resolutions unanimously adopted by the Board of Directors of the Corporation at a meeting dated February 17, 1997; that said meeting was called and held pursuant to applicable law; that a quorum was present at such meeting; that said Resolutions are in full force and effect and have not been rescinded or modified:

Now, Therefore,

BE IT RESOLVED, that the attached Bylaws are hereby adopted as the Bylaws of the Corporation.

I do further certify that said action or meeting of the Board of Directors of the Corporation was duly called and held in accordance with applicable law and that I am custodian of the minutes of said Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary pursuant to due and lawful authority, this 23rd day of February, 1997

Lisa Jansen (Secretary)

BY-LAWS
OF
LAKE PARK HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I

Name and Purpose

Pursuant to the Articles of Incorporation Of Lake Park Homeowner's Association, Inc.., and the Declaration Of Restrictions for Lake Park of Pewaukee, recorded in the Office of the Register of Deeds for Waukesha County, Wisconsin (hereinafter the "Declaration"), the following are adopted as the By-Laws of Lake Park Homeowner's Association, Inc. (hereinafter sometimes referred to as the "Association"), which is non-profit, non-stock, non-stock corporation formed and organized to serve as an association of property owners who own real estate (herinafter the "Property") subject to the terms and conditions of the Declaration.

ARTICLE II

Members, Voting and Meetings

2.1 **MEMBERS.** The rights and qualifications of the members are as follows:

a. **Defined.** Members of the Association shall be Owners as the term "Owner" is defined in the Declaration.

b. **One Membership and Vote Per Single Family Lot.** One vote shall exist for each single family lot owned. If title to a lot is held by more than one person, the membership related to that lot shall be shared by such owners in the same proportionate interests and by the same type of tenancy in which the title to the lot is held. Voting rights may not be split, and shared membership interests with regard to a single lot must be voted by one person pursuant to the designation of that person contained in the Membership List. If a lot is sold under a land contract, the land contract vendee shall be entitled to cast the vote appurtenant to the lot. Notwithstanding the provisions of this section, if the Association has filed a statement of lien against a lot and the amount necessary to release such lien has not been paid at the time of an Association meeting, the owners of such lot shall not be entitled to vote at such meeting.

c. **Membership List.** The Association shall maintain a current Membership List showing the membership pertaining to each lot and the address to which notice of meetings of the Association shall be sent.

d. **Transfer of Membership.** Each membership shall be appurtenant to the lot upon which it is based and shall be transferred automatically upon conveyance of that lot. Membership in the Association may not be transferred, except in connection with the transfer of a lot. Upon transfer of a lot, the Association shall, as soon as possible thereafter, be given written notice of such transfer, including the name and address of the new owner, identification of the lot, date of transfer and any other information about the transfer which the Association may deem pertinent, and the Association shall make appropriate changes to the Membership List effective as of the date of transfer.

2.2 QUORUM AND PROXIES FOR MEMBERS' MEETINGS
A quorum for members' meetings shall consist of a majority of the votes in the Association. Votes may be cast in person or by proxy in accordance with designations in the Membership List. Proxies shall be valid only for the particular meetings(s) or time period designated therein, up to a maximum of 180 days, unless sooner revoked, and must be filed with the Secretary before the appointed time of the meeting. If any meeting of members cannot be organized because a quorum is not present, a majority of the members who are present, either in person or proxy, may adjourn the meeting from time to time until a quorum is present, without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

2.3 ACT BY MAJORITY. The Act of a majority of votes of the Association present in person or by proxy at any meeting at which a quorum is present shall be the act of the Association.

2.4 TIME, PLACE, NOTICE AND CALLING OF MEMBERS' MEETINGS. Written notice of all meetings starting time and place and the purposes for which the meeting is called shall be given by the President or Secretary, unless waived in writing by all lot owners, to each member at his address as it appears on the books of the Association and shall be mailed or personally delivered not less than ten (10) days nor more than ninety (90) prior to the date of the meeting. Meetings shall be held at such time and place as may be designated by the Board of Directors.

2.5 **ANNUAL AND SPECIAL MEETINGS.** The annual meeting shall be held on a date designated by the Board of Directors in January of each year for the purpose of electing directors and of transacting any other business authorized to be transacted by the members. Special meetings of the members shall be held whenever called by the: i) President; ii) any two members of the Board of Directors; or, iii) upon receipt of a written request signed by members with no less than thirty percent (30%) of the votes in the Association.

ARTICLE III

Board of Directors

3.1 **POWERS AND DUTIES OF THE BOARD OF THE BOARD OF DIRECTORS.** The affairs of the Association, including management and operation of the Association property, shall be governed by the Board of Directors. All the powers and duties as shall be necessary for the administration of the affairs of the Association shall be exercised by the Board of Directors. Such powers and duties shall be exercised in accordance with the provisions of the Declaration, the Articles of Incorporation, and these By-Laws.

3.2 **NUMBER AND QUALIFICATIONS OF DIRECTORS.** The Board of Directors shall consist of three (3) persons, to be classified with respect to the terms for which they severally hold office as set forth in Paragraph 3.2 below. Each member of the Board of Directors shall be a member of the Association or, in the event that such member of the Association is not a natural person, the appointee of such member of the Association.

3.3 **TERM OF DIRECTORS.** At each annual meeting of the Association the members shall elect three (3) directors whose terms will expire after one (1) year, at the next annual meeting of the Association.

3.4 **VACANCIES ON BOARD.** Vacancies on the Board of Directors caused by any reason other than the removal of a director by a vote of the members shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum, and each person so elected shall be a director until a successor is elected at the next annual meeting of the members at which class of directors is to be elected.

3.5 **REMOVAL OF DIRECTORS.** At any regular or special meeting duly called, any one or more of the directors may be removed with our without cause by a majority of the votes of the membership present or represented at such meeting, providing a quorum is in attendance, and a successor may then and there be elected to fill the vacancy thus created.

3.6 **ANNUAL MEETING AND NOTICE.** An Annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the members, for the purpose of transacting such business as may come before the meeting. Notice of the regular annual meeting of the Board of Directors shall not be required.

3.7 **REGULAR MEETINGS AND NOTICE.** The Board of Directors may provide by resolution for regular or periodic meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution, such meetings shall be held at the stated time and place without the necessity of other notice than such resolution.

3.8 **SPECIAL MEETINGS AND NOTICE.** Special meetings of the Board of Directors may be called by the President or by two (2) directors on three (3) days prior written notice to each director, given personally or by mail, which notice shall state the time, place and purpose of the meeting.

3.9 **WAIVER OF NOTICE.** Before, at or after 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 shall be a waiver by him of notice of the time and place thereof. If all of the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

3.10 QUORUM OF DIRECTORS/ADJOURNMENTS. At all the meetings of the Board of Directors, a majority of the Directors, shall constitute a quorum for the transaction of business, and the act of the Board of Directors. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted.

3.11 FIDELITY BONDS. The Board of Directors shall require that officers and/or employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on any such bonds shall be paid for by the Association.

ARTICLE IV

Officers

4.1 DESIGNATION, ELECTION AND REMOVAL. The principal officers of the Association shall be a President, Secretary, and Treasurer, to be elected annually by the members. Upon the affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor shall be elected at a regular meeting of the Board of Directors, or at any special meeting called for that purposes. Each member may only hold one office at a time.

4.2 **PRESIDENT.** The President shall be selected from among the members and shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of President including, but not limited to, the power to sign, together with any other officer designated by the Board, any contracts, checks, drafts or any other instruments on behalf of the Association in accordance with the provisions herein. The President shall perform such duties and have such other authority as may be delegated by the Board of Directors.

4.3 **SECRETARY.** The Secretary shall keep the minutes of all meetings of the Board of Directors and of the Association and shall have charge of the Association's books and records, and shall, in general, perform all duties incident to the office of the Secretary.

4.4 **TREASURER.** The Treasurer shall responsibility for the Association's funds and shall be responsible for keeping full and accurate accounts of all receipt and disbursements and financial records and books of account on behalf of the Association. The Treasurer shall be responsible for the deposit of all monies and all valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall also be responsible for the billing and collection of all common and special charges and assessments made by the Association. The Treasurer shall count votes at meetings of the Association.

4.5 **LIABILITY OF DIRECTORS AND OFFICERS.** No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Association, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action reliance upon advise of counsel for the Association or upon statements made or

information furnished by officers or employees of the Association which he had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law. The Board of Directors may provide directors' and officers' liability insurance in such amounts and with such coverage as may be determined by the Board of Directors to be necessary or advisable from time to time.

4.6 INDEMNIFICATION OF OFFICERS, DIRECTORS, AND ACC MEMBERS. The Corporation shall, to the fullest extent permitted or required by Sections 181.041 to 181.053, inclusive, of the Wisconsin Non-stock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise. All capitalized terms not otherwise defined herein shall have the meaning set forth in Section 181.041 of the Statue.

The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under the foregoing paragraph by (a) the purchase of insurance on behalf of any one or more of such Directors or Officers whether or not the corporation would be obligated to indemnify or advance Expenses to such Director or Officer under the foregoing paragraph, and (b) entering into

individual or group indemnifications agreements with any one or more of such Directors or Officers. For the purposes of this Section 4.6 only, members of all committees described in Article V below shall be considered "Officers" and shall be entitled to the same protection afforded to Directors and Officers pursuant to the provisions hereof.

4.7 **COMPENSATION** No director, officer or member of any committee shall receive any fee or other compensation for services rendered to the Association except by specific resolution of the membership.

ARTICLE V

Committees

5.1 **ARCHITECTURAL CONTROL COMMITTEE.** The Architectural Control Committee ("ACC") shall consist of no less than three (3) and no more then seven (7) Owners to be selected by the Board of Directors. Members of the ACC shall serve on the ACC for one (1) year from the date of appointment. The ACC serves in an advisory role to the Board of Directors and is responsible for review of submitted building and lot improvement plans, investigation of complaints from Owners pertaining to the Declarations, and other duties as delegated to it by the Board of Directors.

5.2 **GROUNDS MAINTENANCE COMMITTEE.** The Grounds Maintenance Committee ("GMC") shall consist of no less than one (1) and no more than seven (7) Owners to be selected by the Board of Directors. Members of the GMC shall serve on the GMC for one (1) year from the date of appointment. The GMC serves in an advisory role to the Board of Directors and is responsible for solicitation and preliminary review of sub-contractor bids for maintenance and/or improvement to Common Areas (as defined by the Declaration), review of work performed and other duties as delegated to it by the Board of Directors.

5.3 **COMMUNICATIONS COMMITTEE.** The Communications Committee ("CC") shall consist of no less than three (3) and no more than twelve (12) Owners to be selected by the Board of Directors. Members of the CC shall serve on the CC for one (1) year from the date of appointment. The CC serves as an advisory role to the Board of Directors and is responsible for writing, printing, and distributing a periodic Association newsletter, and other duties as delegated to it by the Board of Directors.

5.4 **NOMINATIONS COMMITTEE.** The Nominations Committee("NC") shall consist of no less than two (2) and no more than five (5) Owners to be selected by the Board of Directors. Members of the NC shall serve on the NC for one (1) year from the date of appointment. The NC serves in an advisory role to the Board of Directors and is responsible for confidentially handling the nomination and election process for the annual election of the Officers and other duties as delegated to it by the Board of Directors.

5.5 **COMMITTEE MEMBERSHIP.** An Owner may serve on more than one committee simultaneously.

ARTICLE VI

General

6.1 **FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March in each year, unless a different fiscal year is elected by the Association.

6.2 **SEAL** The Corporation shall have no seal.

ARTICLE VII

Amendments

7.1 BYMEMBERS. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members, at any meeting called for such purpose, by the affirmative vote of lot owners having sixty-seven percent (67%) or more of the votes in the Association.