

**BYLAWS
OF
HUNTERS CREST HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I.

Definitions

Section 1. **"Association"** shall mean and refer to Hunters Crest Homeowners Association, Inc., a non-profit corporation organized and existing under the laws of the State of Minnesota.

Section 2. **"Active Development Area"** shall mean and refer to all existing properties and additions thereto as are or may be made subject to the Declaration of Covenants for Hunters Crest, dated January 15, 2002 (the "Declaration") by Sienna Corporation, a Minnesota corporation ("Developer"). The Active Development Area is located in the City of Minnetrista, Hennepin County, Minnesota.

Sections. **"Future Development Area"** shall mean and refer to all properties which may, but need not, be added to the Community by Developer pursuant to the Declaration. The Future Development Area is also located in the City of Minnetrista, Hennepin County, Minnesota.

Section 4. **"Community"** shall mean and refer to the Active Development Area and those portions of the Future Development Area as are made subject to the Declaration, in the manner provided for adding additional property described therein.

Section 5. **"Common Areas"** shall mean and refer to the recreational areas, green areas, parking areas, commons, and personal property owned by the Association incidental thereto and any other properties owned and maintained from time to time by the Association for the common benefit and enjoyment of the owners (the "Owners") and residents of lots (the "Lots") within the Property or the Future Development Area (if the same is made subject to the Declaration).

Section 6. **"Developer"** shall mean and refer to Sienna Corporation, a Minnesota corporation.

ARTICLE II.

Location

Section 1. The principal office of the Association shall initially be located at:
4940 Viking Drive, Suite 608 Edina, MN 55435

ARTICLE III.

Membership

Section 1. Membership in the Association shall be governed by the provisions of the Declaration, these Bylaws and the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of and becomes a lien against the Lot on which such assessments are made, as provided by Article VIII of the Declaration, which Article is hereby incorporated into these Bylaws by reference, the same as if set forth in full and in detail herein.

Section 3. The Membership rights of any person whose interest in the Community is subject to assessment under Article VIII, Section 3 of the Declaration, whether or not he or she is personally obligated to pay such assessments, may be suspended by action, of the directors of the Association (the "**Directors**") during the period when the assessments remain unpaid, but upon payment of such assessments, his or her rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Areas and the personal conduct of any person thereon, as provided in Article IX, Section 1, hereof, the Directors may, in their discretion, suspend the rights of any person violating such rules and regulations for a period not to exceed thirty (30) days or such other period as may be provided by the Declaration and impose a fine not to exceed Five Dollars (\$5.00) per day for each continuing infraction of its published rules and regulations. Nothing herein shall be construed to deprive an Owner of the right of access to his or her Lot.

ARTICLE IV.

Voting Rights

Section 1. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Article III hereof with the exception of the Developer. Class A Members shall be entitled to one vote

for each Lot in which they hold the interest required for Membership by Article III. When more than one person holds such interest in 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 such Lot.

Class B. The Developer shall be the sole Class B Member. The Class B Member shall be entitled to four (4) votes for each Lot owned. The Class B Membership shall cease and terminate upon the happening of either of the following events, whichever first occurs:

(a) When the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership, or

(b) On the tenth (10*) anniversary of the date on which the Declaration is recorded.

From and after the happening of either of these events, whichever first occurs, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot in which it holds the interest required for Membership under Article III (as provided for Class A Members).

ARTICLE V.

Property Rights and Rights of Enjoyment of Common Areas

Section 1. Each Member shall be entitled to the use and enjoyment of the Common Areas as provided by the Declaration.

Section 2. Any Member may delegate his or her rights of enjoyment in the Common Areas to the members of his or her family who reside in the Community or to any of his or her tenants who reside thereon under a written Lease duly filed with the Association. Such Member shall notify the Secretary of the Association in writing of the name of any such person and of the relationship of the Member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3, to the same extent as those of the Member.

ARTICLE VI.

Association Purposes and Powers

Section 1. The Association has been organized for the following purposes and is hereby vested with the following powers:

(a) All those purposes and powers listed and enumerated in the Articles of Incorporation of the Association, which is hereby made a part hereof by reference the same as if set forth in full and in detail herein.

(b) The power concerning Future Development Area as contained in Article III of the Declaration, which Article is hereby made a part hereof by reference the same as if set forth in full and in detail herein. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, duties, functions and Membership of the Association to such properties. When the applicable covenants require that certain additions be approved by the Association, such approval must have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

(c) Subject to the provisions of the Declaration, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

(d) The Association shall have the power to mortgage its properties only to the extent authorized under the Declaration and applicable law. The total debts of the Association, including the principal amount of such mortgages, outstanding at any time, shall not exceed the total of two (2) years' assessments current at the time, provided that authority to exceed said minimum in any particular case may be given by an affirmative vote of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

(e) The Association shall have the power to dispose of all or any part of the Common Areas only as authorized under the Declaration.

Section 2. The quorum for any action governed by Section 1(b), (c) and (d) hereof shall be as follows:

At the first meeting duly called as provided herein, the presence of Members, or of proxies, entitled to cast sixty percent (60%) of all of the votes of each class of Membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement quorum at the preceding meeting, provided that the required quorum at said meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided further that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE VII.

Board of Directors

Section 1. The management and affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors provided that the number of Directors shall always be an odd number. Directors need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. At the first meeting of the Members, the Members shall elect approximately one-third (1/3) of the Directors for a term of one (1) year, approximately one-third (1/3) for a term of two (2) years and approximately one-third (1/3) for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one-third (1/3) of the Board of Directors for a term of three (3) years.

Section 2. Vacancies in the Board of Directors shall be filled by the majority of the remaining Directors, any such appointed Director to hold office until his or her successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

ARTICLE VIII.

Election of Directors: Nominating Committee: Election Committee

Section 1. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provision of the Declaration. Cumulative voting shall not be permitted. The names receiving the largest number of votes shall be elected.

Section 2. Nominations for election to the Board of Directors shall be made by a Nominating Committee.

Section 3. 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.

Section 4. 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 and the Committee may seek suggestions from all corporate mortgage lenders who hold mortgages within the Community. Nominations shall be placed on a written ballot as provided in section 5 and shall be made in advance of the time fixed in section 5 for the mailing of such ballots to Members.

Section 5. All elections to the Board of Directors shall be made on written ballot which shall:

- (a) Describe the vacancies to be filled;
- (b) Set forth the names of those nominated by the Nominating Committee for such vacancies; and
- (c) Contain a space for write-in vote by the Members for each vacancy.

Such ballots shall be prepared and mailed or delivered by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting for elections).

Section 6. Each Member shall receive as many ballots as he or she has votes. Notwithstanding that a Member may be entitled to several votes, he or she shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot and the Members shall be advised that, because of the verification procedures of Section 7, the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the Member or his or her proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his or her proxy, the number of ballots being returned and such other information as the Board of Directors may determine will serve to establish his or her right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the Secretary at the principal office of the Association.

Section 7. Upon receipt of each return, the Secretary shall immediately place it in a safe or other secure place until the day set for the annual or special meeting at which the elections are to be held. On that day, the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of five (5) Members appointed by the Board or Directors. The Election Committee shall then adopt a procedure which shall:

- (a) Establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the Member or their proxy, identified on the outside envelope containing them; and
- (b) That the signature of the Member or his or her proxy on the outside envelope is genuine; and
- (c) If the vote is by proxy that a proxy has been filed with the Secretary as provided in Article XIV, Section 2 and that such proxy is valid.

Such procedure shall be taken in such a manner that the vote of any Member or his or her proxy shall not be disclosed to anyone, even the Election Committee.

The outside envelopes shall thereupon be placed in a secure place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the Members present, the ballots and the outside envelopes shall be destroyed.

ARTICLE IX.

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have the power:

(a) 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 XIII, Section 2 hereof.

(b) To appoint and remove the pleasure all officers, agents and employees of the Association, prescribe their duties, fix the compensation of Association employees, and require of them such security or fidelity bonds as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever.

(c) To establish, levy and assess and collect the assessments or charges referred to in Article III, Section 2 hereof.

(d) To adopt and publish rules and regulations governing the use of Common Area and the personal conduct of the Members and their guests thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association in the Declaration except those reserved to the Members herein or therein.

Section 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all acts and corporate affairs of the Association 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 voting Membership, as provided in Article XIII, 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 Article X of the Declaration:

(1) To fix the amount of the applicable assessment against each Lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same time;

(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 or his or her mortgage and at the same time;

(3) To send written notice of each assessment to every Owner subject thereto.

(d) To issue, or to cause an appropriate officer, agent or employee to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE X.

Director's Meetings

Section 1. A regular meeting of the Board of Directors shall be held quarterly on a day, time and place agreed upon by a majority of the Directors.

Section 2. Notice of such regular meeting is hereby dispensed with.

Section 3. 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. 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 meeting duly held after regular call and notice of a quorum is present and, if either before or after the 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 business of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE XI.

Officers

Section 1. The officers shall be a president, a vice president, a secretary and a treasurer. The president and the vice president shall be members of the Board of Directors.

Section 2. All officers shall be chosen by a majority vote of the Directors.

Section 3. All officers shall hold office during the pleasure of the Board of Directors.

Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, mortgages, deeds and all other written instruments.

Section 5. The Vice President shall perform all the duties of the president in his absence.

Section 6. The Secretary shall be ex-officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He or she shall sign all certificates of Membership. He or she shall keep the records of the Association. He or she shall record in a book kept for that purpose the names of all Members of the Association together with their addresses as registered by such Members as provided by Article XIII, Section 3 hereof.

Section 7. 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, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the President or the Vice President.

Section 8. The Treasurer shall keep proper books of account. He or she shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the Membership at its regular annual meeting.

ARTICLE XII.

Committees

Section 1. The Architectural Control Committee and the Nominating Committee shall be the Standing Committees of the Association. The Board of Directors may, by resolution and without amendment of these bylaws, establish additional committees, including without limitation the Maintenance Committee, to perform one or more functions.

Unless otherwise provided herein, each committee shall consist of a Chairman and two or three Members and shall include a Member of the Board of Directors for board contact. 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. The Board shall be authorized to appoint replacements to fix vacancies in committees.

Section 2. The Nominations Committee, if any, shall have the duties and functions described in Article VIII hereof.

Section 3. The Maintenance Committee, if any, shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties of the Association., 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 for said committee in the Declaration. It shall watch for any proposals, programs or activities which may adversely affect the residential values of Hunters Crest, and shall advise the Board of Directors regarding Association action on such matters.

Section 5. With the exception of the Nominations 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 the 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, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XIII.

Meetings of Members

Section 1. The regular annual meeting of the Members shall be held in the first quarter on a date established by the Board of Directors of each year.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary, or Treasurer, or by any two or more Members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth (1/4) of all of the votes of the entire Membership or who have a right to vote one-fourth (1/4) of the votes of any Class of Membership.

Section 3. Notice of any meetings shall be given to the Membership by the secretary. Notice may be given to the Membership either personally or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the Association. Each Member shall register his address with the Secretary. Notice of any regular or special meeting shall be dispatched at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article VIII hereof 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. Except as otherwise provided herein, the presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of Membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or by the Declaration shall require a quorum as therein provided.

ARTICLE XIV

Proxies

Section 1. At all Association meetings of Members, each Member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the Member of his or her Lot or other interest in Hunters Crest.

ARTICLE XV.

Books and Papers

Section 1. The books, records and papers of the Association shall at all times, during reasonable hours, be subject to the inspection of any Members of his or her mortgage.

ARTICLE XVI.

Corporate Seal

Section 1. The Association shall not have a Corporate seal unless required by applicable law, or adopted by the Association. If a corporate seal is adopted, it shall be circular in form and shall have inscribed thereon the Association's name, the name of the State of Minnesota, and the words "corporate seal."

ARTICLE XVII.

Amendments

Section 1. These Bylaws 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 that the voting and quorum requirements specified for any action under any provisions of these Bylaws shall apply also to any amendment of such provision and provided further that those provisions of these Bylaws which are governed by the Articles of Incorporation of the Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further than any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration.

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

ARTICLE XVIII.

Dissolution

The Association may be dissolved only with the assent given in writing and signed by the Members entitled to cast two-thirds (2/3) of the votes of each class of its Membership and the first mortgagees of two-third (2/3) of the Lots. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall conform to Article XIX hereof) shall be mailed to every Member at least ninety (90) days in advance of any action taken.

ARTICLE XIX.

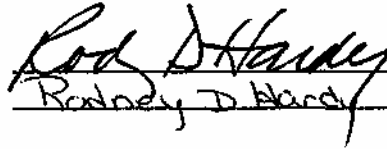
Disposition of Assets Upon Dissolution

Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as possible the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes, as nearly as possible the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested in him under the Declaration.

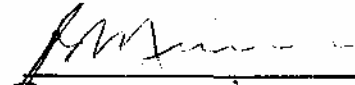
KNOW TO ALL MEN BY THESE PRESENTS:

The undersigned, Rodney D. Hardy Secretary of Hunters Crest Homeowners Association, Inc., hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on January 13, 2003.

**HUNTERS CREST HOMEOWNERS
ASSOCIATION, INC.**


Rodney D. Hardy, Secretary

ATTEST:


Bruce G. Nimmer, President

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