

C O R P O R A T E R E C O R D B O O K

W I L L O W R I D G E A D D I T I O N S
H O M E O W N E R S ' A S S O C I A T I O N , I N C .

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BY-LAWS
OF
WILLOW RIDGE ADDITIONS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Purposes

The purposes of the corporation as stated in its certificate of incorporation are to engage in any lawful activity within the purposes for which corporations may be organized under Chapter 181 of the Wisconsin Statutes, now or in the future, and especially to maintain and improve the park areas, storm and water drainage areas on open spaces, the First addition and future additions, to do other things authorized in the original protective covenants and the amendments thereto, including, but not limited to making annual assessments for the costs incurred, to foreclose liens, approve exterior design of houses, pay taxes, insurance, repair, replace, and add to the improvements, including the cost of labor, equipment, material, management and supervision, and to foster friendship and good fellowship among the lot owners.

ARTICLE II

Offices

The corporation shall have and continuously maintain in this state a registered office and registered agent whose office is identical with such registered office, its principal office shall be in the Town of Hudson, St. Croix County, Wisconsin, and it may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

ARTICLE III

Members

SECTION 1. The corporation shall have one class of members. The qualifications of the members shall be as follows:

The owner or owners of each lot in Willow Ridge Additions shall have one membership in the Association. No person or entity holding interest in a lot merely as security shall be a member.

When a lot is owned by more than one person, the notices of meetings and other notices shall be given or mailed to the co-owner whose name appears first on the conveying instrument, unless the co-owners designate one of the other co-owners as the person to receive such notices and advise the Secretary of such designation.

Hereinafter, "member" shall refer to the lot owner when meaning "membership" and to an individual when referring to persons who are directors, officers and committee members.

SECTION 2. VOTING RIGHTS. Each membership (member) shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 3. TRANSFER OF MEMBERSHIP. Membership in this corporation transfers with the conveyance of the lot.

ARTICLE IV

Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held on the first Thursday of April in each year, beginning with the year 1979, at the hour of 7:30 o'clock, P. M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If such day be a Sunday or a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Wisconsin, provided, however, that if all of the

members shall meet at any time and place, either within or without the State of Wisconsin, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five (5) nor more than twenty (20) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. The members holding twenty-five per cent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be five . Each director shall hold

office until the next annual meeting of members and until his successors shall have been elected and qualified. Directors must be members.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than by this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Wisconsin as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 8. SECRETARY. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the

corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE VII

Committees

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment, the best interests of the corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Certificates of Membership

SECTION 1. CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Wisconsin Non-Stock Corporation Law, or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Assessments

Paragraph 7 of the Declaration of Restrictions, Covenants and Conditions recorded in Volume 541, pages 522-529, in the Register of Deeds Office for St. Croix County, Wisconsin, is adopted as if set forth in full herein.

ARTICLE XIV

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any regular meeting or at any special meeting, provided that at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

PARAGRAPH 7 OF THE DECLARATION OF
RESTRICTIONS, COVENANTS AND CONDITIONS

7. The membership of each lot owner in the Association and the easement to the open space and park areas shall be subject to the following:
- a. An annual assessment which shall be a pro rata share, or one share per lot, of the costs incurred by the Association to maintain the open space and park areas for the recreation, health, safety, welfare and enjoyment of its members. Said costs shall include, but not be limited to, payment of taxes, insurance, repair, replacement and additions to the improvements made upon said open space and park areas and the cost of labor, equipment, material, management and supervision thereof.
 - b. Developers shall pay their pro rata share of such costs for each lot they own in each subdivision.
 - c. Such annual assessment shall be levied by the Association as of January 1, for such year and a statement for such amount shall be mailed to the owner of each lot as of such date and be payable on or before March 1 of each year.
 - d. The annual assessment shall be established by the Association and shall be set by taking into consideration the costs of current maintenance and future needs and may be in any lesser amount than the maximum which meets these requirements. The maximum annual assessment shall be \$40.00 per lot. Such maximum annual assessment may be changed by majority vote of the members of the Association.

e. Special assessment may be levied by the Association for its purpose of defraying in whole or in part the cost of any construction or reconstruction, unexpected repair or replacement of a capital improvement upon the open space or park areas if consented to by two-thirds (2/3) of the members of the Association. Such special assessments shall be due and payable ninety (90) days after the required affirmative vote of the members of the Association.

f. If the assessments are not paid on the date when due, then such assessment shall become delinquent and shall, together with such interest thereon and cost of collection thereof as hereinafter provided become a continuing lien on the property which shall bind such property in the hands of the then owner, his heirs, devisees, personal representatives and assigns. Such assessment shall also be the personal obligation of the owner of the lot at the time such assessment becomes delinquent, and shall remain his personal obligation for the statutory period.

- g. If the assessment is not paid within thirty (30) days after the delinquency date, the assessment shall bear interest from the date of delinquency at the rate of eighty (8) per cent per annum and the Association may bring an action at law against the owner personally obligated to pay the same or to foreclose the lien against the property, and there shall be added to the amount of such assessment the costs of preparing and filing the complaint in such action, and in the event a judgment is obtained, such judgment shall include interest on the assessment, the costs of preparing and filing the complaint in such action, and a reasonable attorney's fee to be fixed by the court together with the costs of the action.
- h. The Association shall, upon demand at any time, furnish to any lot owner a certificate in writing signed by an officer of the Association setting forth whether said assessments have been paid. Such certificate shall be conclusive evidence of the payment of any and all assessments therein stated to have been paid.

M I N U T E S

A meeting of the Willow Ridge Additions Home Owners Association, Inc., was held at the Town of Hudson Hall, County Trunk A, May 25, 1978, at 7:30 P.M.

Those present were Arnold R. Bertelsen, developer, Hugh F. Gwin, Attorney, and the following lot owners:

Mr. and Mrs. Arne Thomsen, Jr.
Mr. and Mrs. Ralf Landmesser
Ed Anderson
Tom Nielsen
D. B. Kollitz
Mr. and Mrs. Ronald Christensen
Mr. and Mrs. Wayne G. Brewster
Mr. and Mrs. Alan N. Jennings
Mr. and Mrs. D. J. Williamson
Mr. and Mrs. G. F. McBride
Mr. and Mrs. Paul Tuckner
Mr. and Mrs. Rod Wilgren

Mr. Bertelsen acted as Chairman of the meeting.


Mr. Gwin read the proposed by-laws.

By resolutions duly made, seconded and carried unanimously, the date of the annual meeting was set on the first Thursday of April in each year, beginning with the year 1979. The quorum was set at 25% of the votes. The number of Directors was set at five. The Treasurer's Bond, required was to be paid for by the Association. The By-laws as presented with the above insertions and additions were accepted as the By-laws of the corporation.

Mr. Bertelsen asked for nominations for the Board of Directors and the following were nominated: Wayne G. Brewster, June Landmesser, G. F. McBride, Paul Tuckner, and Arne Thomsen, Jr. There being no other nominations, motion was made, seconded, and unanimously passed that they be elected.

The matter of supplying members with a copy of the By-laws was discussed, and Mr. Gwin agreed to have the By-laws available in complete form soon so that they could be copied and disseminated to the members.

There being no other business, the meeting was adjourned at 9:50 P.M.



Temporary Secretary