

**AMENDED BY-LAWS OF THE JONATHAN ASSOCIATION
(Amended Effective February 18, 2014)**

ARTICLE I OFFICES, CORPORATE SEAL

Section 1. The name of the corporation is THE JONATHAN ASSOCIATION, hereinafter referred to as the "Association."

Section 2. Registered Office. The registered office of the Association in Minnesota shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or resolution of the Board of Directors filed with the Secretary of State of Minnesota changing the registered office.

Section 3. Other Office. The Association may have such other offices, within or without the State of Minnesota, as the Board of Directors shall from time to time determine.

Section 4. Corporate Seal. The Association shall not have a seal.

ARTICLE II, DEFINITIONS

Section 1. "Association" shall mean and refer to THE JONATHAN ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to the real property within the Jonathan New Town Development, and such additions thereto as many hereafter are brought within the jurisdiction of the Association.

Section 3. "Common Areas" shall mean all real property owned in fee by the Association for the common use and enjoyment of the Owners.

Section 4. "Special Common Areas" shall mean all real property in which Developer shall have granted to the Association certain non-exclusive easements and rights all as more fully specified and described in the Declarations and the instrument of conveyance.

Section 5. "Living Unit" shall mean and refer to any portion of a multiple residence building situation upon the Properties designed and intended for use and occupancy as a residence by single family.

Section 6. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Areas and platted areas platted for the convenience of description only.

Section 7. "Site" shall mean and refer to any parcel of land conveyed to any one grantee for single family residence purposes whether a single platted lot, or more, or less than a single platted lot.

Section 8. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, Site or Living Unit which is a part of the Properties, (excluding contract sellers and including in place thereof their contract purchasers) and excluding those having such interest merely as security for the performance of an obligation.

Section 9. "Developer" shall mean and refer to Jonathan Development Corporation, its subsidiaries and affiliated entities, successors and assigns, of the rights reserved in the Declarations to Jonathan Development Corporation, provided any such assign shall acquire more than one undeveloped Site, Lot or any multiple dwelling property from Jonathan Development Corporation for the purpose of development.

Section 10. "Declarations" shall mean and refer to the declarations that at any time or from time to time may affect all or any part of the Properties as the same may be amended from time to time as 2 therein and herein provided.

Section 11. "Members" shall mean and refer to those persons entitled to membership as provided in the Declarations.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president of the Board of Directors, or upon written request of the members who are entitled to vote; ten percent (10%) of all the votes of the Association or a majority of those entitled to vote either class of votes in the Association.

Section 3. Notice of Meetings. Written notices of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of each notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The members actually present at a duly called meeting of members entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these By-Laws. If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot, Site or Living Unit.

Section 6. Disqualification of Voting Rights. At all meetings of the Members, any and all Members who are more than 10 business days delinquent in the payment of their assessments owing to the Association shall be automatically disqualified from voting on any issue facing the Association. Purpose: is to give the office 10 days to come up with a list of members and delinquent members and not have to be prepared to take money at the meeting.

Section 7. Annual Equitable Financial Report. At every duly called Annual Meeting of the Association, the President (or other officially designated representative(s) of the Board) shall provide a written summary, available to each member in attendance, explaining how the actions by the Board, its management, independent contractor(s), and/or other such employees or representatives during the previous calendar year were intended to: a) achieve an equitable distribution of financial resources spent on maintaining all of the Association's various Common Areas; b) follow the proscribed actions and expenditures as outlined in the Association's current Reserve Funding Plan; and c) this report shall explain all actions (if any) taken in pursuit of the equitable distribution of financial resources which differ from the actions and expenditures called for by the current Reserve Funding Plan.

ARTICLE IV ADDITIONAL ASSOCIATIONS

Any group of owners who are members of this Association shall have the right to establish a homeowners or civic association or corporation provided that the establishment of such an association shall in no way be derogatory of any rights or obligations established by and through the Declarations heretofore and hereafter recorded and provided further:

(1) the property owned by said owners is contiguous and encompass at least fifty (50) Lots, Living Units, or Sites:

(2) the association or corporation includes within its boundaries all of the Lots or Sites owned by its members. The owners of the Lots, Living Units or Sites included within the boundaries of said association or corporation shall continue to be members of this Association and the establishment of such an association or corporation shall not relieve, remove or reduce in any manner whatsoever the obligations of its members to this Association and any such association or corporation shall be subject to and subordinate to the Association in all respects. Such an association or corporation shall not have the power or right to exclude any of the members of this Association who are not also members of such association or corporation from, or in any manner interfere with their possession and enjoyment of, the Common Areas. The establishment of any said association shall not, in any manner, contravene the rights of the Members as expressed in the Declarations.

**ARTICLE V BOARD OF DIRECTORS:
SECTION:TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a board of nine (9) directors, who need not be Members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three directors for a term of one (1) year, three directors, for a term of two (2) years and three directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years.

Section 3. Removal. Any director may be removed from the Board of Directors, with or without cause, at a duly called special meeting of the Association, by an affirmative, majority vote of the members of the Association. If the removal of directors is to be part of a special meeting, the meeting notice must inform the Members of such intent. At any special meeting where the removal of directors is proposed, there shall be a quorum requirement of fifty percent (50%) of all members of the Association, who must be present, in person or by proxy. At any special meeting called for purposes of removing directors, a maximum of three (3) directors may be removed from the Board. In the event of death, resignation, or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 6. Executive Committee. The Board of Directors may designate two or more of its 4 members to constitute an executive committee. To the extent determined constitute an executive committee. The extent determined by the Board, the executive committee has the authority of the board in the management of the business of the corporation. The executive committee shall act only in the interval between meetings of the board and at all times shall be subject to the control and direction of the board.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for the election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made from the floor at the annual meeting. 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 meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for the 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 nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors if contested shall be by secret written ballot mailed to each member after the annual meeting. At such election, the members or their proxies may cast, in respect to each vacancy, as many as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Anything above contained notwithstanding Developer shall have the right to name 3 directors in its sole discretion as long as it has Class B votes.

ARTICLE VII MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time at such time and place within or without the State of Minnesota as the Board may determine by resolution adopted by a majority of the whole Board of Directors. Notice of regular meetings need not be given.

Section 2. Special Meetings: Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by any two directors. Notice of each such special meeting shall be mailed to each director addressed to him at his residence or usual place of business, at least three (3) days before the day on which the meeting is to be held, or be delivered personally or by telephone, not later than two (2) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. Notice of any meeting of the Board need not be given to any director who shall be present as such meeting; and any meeting of the board shall be a legal meeting without any notice thereof having been given if all of the directors of this Association then in office shall be present thereat.

Section 3. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, a majority of the number of directors shall be required to constitute a quorum for the transaction of business at any meeting and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.

ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:
(a) Adopt and publish rules and regulations governing the use of Common Area and facilities, and the personal conduct of the members and their guests thereon,

and to the establish penalties for the infraction thereof. The membership at a duly called meeting may affirm, modify or rescind said rules. Any rules to be effective need not be submitted to the membership however.

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in violation of the Association's governing documents or any rules and regulations promulgated by the Association. Pursuant to this section, a member's voting rights and right to use Association recreation facilities shall be suspended only after ten (10) days written notice and an opportunity to be heard by the Board. Such notice shall be mailed by regular, registered or certified mail to the last address appearing on the books of the Association. In the event that this provision is used to suspend voting and use rights, the member shall be given ten (10) days notice and an opportunity for a hearing before the Board of Directors. The Association agrees to promptly schedule a hearing, upon the request by the member. Voting and use rights may only be suspended for a period not to exceed the period in which such member shall be in violation of the governing documents or published rules and regulations of the Association;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declarations;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by ten percent (10%) of the members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) To comply and cause compliance with the provisions of ARTICLE XV of these By-Laws.

(d) As more fully provided in the Declarations, to:

(1) fix the amount of the annual assessment against each Lot or Living Unit at least thirty (30) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) file and thereafter foreclose the lien against any property for which assessments are not paid within (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(e) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid.

A reasonable charge may be made by the Board for the issuance of these

certificates. If a certificate states an assessment has been paid such certificate shall be conclusive evidence of such payment; 6

(f) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) Cause the Common Area to be maintained.

(i) Use at all times, a budget planning tool for reserve funding (the "Reserve Funding Plan") that identifies the current status of the Association's Reserve Fund, and outlines a stable and equitable approach to maintain the balances of these funds. In planning for the Association's current needs and necessary future expenditures, the Reserve Funding Plan shall consider current budgetary expenditures and anticipated future major common area expenditures. The Reserve Funding Plan must be: a) conducted by an independent, outside professional vendor contracted by the Association; b) meet or exceed compliance with nationally recognized homeowner association industry standard for such plans; and c) be reviewed and updated on a periodic schedule, as proscribed by generally accepted homeowner industry standards. The Reserve Funding Plan shall be updated at least every five (5) years.

(j) Enforce the provisions, as outlined in Articles II, IV and X of the Articles of Incorporation which preclude the dissolution or release of properties from governance by the Association. Any and every alternative proposed action by the Board, or its legal counsel, regarding dissolution or release of properties from Association governance shall be deemed a deviation from Articles II, IV and X of the Articles of Incorporation. These types of actions must be first approved by an affirmative, majority vote of the Members at a duly called Annual or Special meeting of the Association. At any such meeting called for the foregoing purpose, the meeting notice shall clearly inform the Members of the intent to deviate from the Articles of Incorporation and clearly identify any and every property proposed for release from the Association. At any such meeting, the required quorum shall be a minimum of fifty percent (50%) of the Members, who must be present in person or by proxy.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. As soon as practicable after each annual election of directors, and preferable on the same day, the Board of Directors shall meet, at a place where such annual election of directors is held, or at such other place within or without the State of Minnesota as may be designated by the Board of Directors, for the purpose of electing the officers of the Association and for the transaction of such other business as shall come before the meeting. Notice of such meeting need not be given if it is held at the place where the

annual election of the directors is to be held at any other place, such other place shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, removal, or any other cause, may be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual meeting of voting members and until his successor shall duly elected and qualified, unless sooner displaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) 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; shall sign all checks and promissory notes of

the Association; Keep proper books of accounts; cause an annual audit of the Association books to be made by a certified public account at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE X COMMITTEES

The Association shall appoint an Architectural control Committee, as and when appropriate as provided in the Declarations, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in Carrying out its purpose.

ARTICLE XI BOOKS AND RECORDS

Section 1. Books and Records. The Board of Directors of the Association shall cause to be kept:

- (1) records of all proceedings of voting members and directors;
- (2) records of all committees having any authority of the Board of Directors;
- (3) such other records and books of account that shall be necessary and appropriate to the conduct of the corporate business.

Section 2. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Association originals or copies of:

- (1) records of all proceedings of members and directors; and
- (2) records of all committees having any authority of the Board of Directors;
- (3) the declarations, the Articles of Incorporation and By-laws of the Association and all amendments thereto.

Section 3. Inspection. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declarations, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any members at the registered office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII ASSESSMENTS

As more fully provided in the Declarations, each member is obligated to pay the Association assessments which are secured by a lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien upon the property against which the assessment is made, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount

of such assessment. No Owner may waive or otherwise escape liability for the assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the common Area or abandonment of his Lot, Site or Living Unit.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notices whatsoever is required to be given by these Bylaws or the Articles of Incorporation of the Association or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at or after the time stated therein or before, at or after the meeting.

ARTICLE XIV AUTHORIZATION WITHOUT A MEETING

Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

ARTICLE XV NON-DISCRIMINATION

The Association shall comply with all requirements imposed by any applicable statute agreement relating to the Properties or Executive Order prohibiting discrimination on the basis of race, color, sex, religion, or national origin and concerning equally opportunity in employment or use, sale, lease or other disposition of Properties, or any house or other facilities now or hereafter located thereon.

ARTICLE XVI AMENDMENTS

Section 1. These Bylaws may be amended at an Annual or Special meeting of the Members, with 15 days prior notice and a two-thirds (2/3) vote of a quorum of members present in person or by proxy. At any meeting of the Members where an amendment to these Bylaws is proposed, the meeting notice must: a) inform the Members of the proposed amendment intent; and b) identify the specific Bylaw provision being amended. The quorum for any meeting to amend these Bylaws shall be a minimum of fifty percent (50%) of the Members, who must be present in person or by proxy. Amendments shall take effect at the next scheduled Annual or Special meeting of the Members following the Annual or Special meeting at which the amendment is approved.

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

ARTICLE XVII MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

CERTIFICATION

I, the undersigned, do hereby certify: THAT I am the duly elected and acting secretary of The Jonathan Association, a Minnesota corporation, and THAT the foregoing Amended Bylaws constitute the Amended Bylaws of said Association, as duly adopted at the Annual meeting of the Membership thereof, and held on the 18th day of February 2014.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of February, 2014.

Thomas J. Gmeinder Parliamentarian & Meeting Facilitator