

BY-LAWS
OF
LAKEWOOD PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I.

Definitions

1.01 "Corporation" shall mean and refer to Lakeland of Wisconsin, Inc.

1.02 "Association" shall mean and refer to the Lakewood Property Owners Association, Inc.

1.03 "Declaration" shall mean and refer to the Declaration of Conditions, Covenants, Restrictions and Easements affecting Lakewood Subdivision.

1.04 "The Properties" shall mean and refer to all existing properties, and additions thereto, as are subject to the Declaration.

1.05 "Common Areas" shall mean and refer to those areas of land and improvements thereto conveyed by the Corporation to the Association, which are intended to be devoted to the common use and enjoyment of the owners of the Properties.

1.06 "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision or land division map or any certified survey map of the Properties with the exception of Common Areas.

1.07 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot; except that as to any Lot which is the subject of a land contract wherein the purchaser is in possession, the term "Owner" shall refer to such person instead of the vendor.

1.08 "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article IV, Section 4.1 of the Declaration.

EXHIBIT A

Lots 1 through 46 as shown on Lakewood Subdivision Plat recorded on August 27, 1980 in the Office of the Register of Deeds of Adams County, Wisconsin in File 2, Envelopes 46 and 47, as Document No. 272829, and all additions and amendments thereto.

ARTICLE II

Membership

2.01 The eligibility for membership and classes of membership are set forth in the Declaration which is incorporated herein by reference.

2.02 Any person claiming to be a Member of the Association shall establish his right to membership to the satisfaction of the Secretary of the Association.

2.03 No membership or initiation fee shall be charged, nor shall Members be required to pay at any time any amount to carry on the business of the Association, except to pay when due the charges, assessments, and special assessments mentioned in the Articles of Incorporation and the Declaration levied upon a Member's Lot.

ARTICLE III

Voting and Voting Rights

3.01 The Association shall have two classes of voting membership:

(a) Class A. Class A members shall be all Owners of Lots and shall be entitled to one vote for each Lot owned.

(b) Class B. The Class B member shall be the Developer, who shall have one vote. The Class B membership shall cease upon written notice to the Association no later than December 31, 1986.

When more than one person holds interest or interests in any Lot, the vote shall be exercised as they among themselves determine. Any person or entity qualifying as a member of more than one class, may exercise those votes to which he is entitled for each such class membership.

3.02 Any Member who is delinquent in the payment of the charges, assessments, and special assessments charged to or levied against his Lot shall not be entitled to vote until all such charges, assessments, and special assessments, together with such reasonable penalties which the Board of Directors may impose, have been paid.

3.03 The Class A and Class B members shall vote in person or by proxy executed in writing by the Member. No proxy shall be valid after six months from the date of its execution. A corporate Member's vote may be cast by the President of the member corporation or by any other officer or proxy appointed by the President of such corporation.

3.04 Where directors or officers are to be elected by the Members, such elections may be conducted by mail.

ARTICLE IV

Meetings of Members

4.01 The annual meeting of Members shall be held at 1 PM at the Offices of the Association on the First Saturday of MAY of each year.

4.02 Special meetings of the Members may be called by the President, the Board of Directors, or by Members having 1/4 of the votes entitled to be cast at such meeting.

4.03 Written notices stating the place, day, and hour of the meeting, and in case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called, shall be delivered not less than ten or more than 20 days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association with postage thereon prepaid.

4.04 Members holding 1/2 of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at a meeting of Members. A majority of the votes entitled to be cast by the Members present in person or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members.

ARTICLE V

Directors

5.01 The affairs of the Association shall be managed by a Board of Directors. For so long as the Corporation owns ten or more Lots in The Properties, the directors shall be three in number and designated by the Corporation. Thereafter the Board shall be composed of seven persons all of whom shall be Members of the Association.

5.02 The Directors constituting the initial Board of Directors shall hold office until the first annual meeting of Members after the Corporation ceases to own ten or more Lots in the Properties, (or) at the end of seven years from the date of sale of the first lot, or at such time as the Corporation voluntarily relinquishes its right to appoint the initial Board of Directors whichever occurs first. Thereafter, directors shall be annually elected at the annual meeting of the Members. The term of office of a director shall be one year and until his successor shall have been elected or appointed. Vacancies may be filled at any time for the unexpired portion of a term by action of the remaining directors.

5.03 Special meetings may be called by or at the request of the President or any two directors at such place as the person or persons calling the meeting shall designate, and if no place is designated the meeting shall be held at the principal office of the Association.

5.04 Notice of any meeting shall be given by oral or written notice delivered personally or mailed to each director at his business address at least 48 hours previously thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

5.05 The attendance of a director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. In addition, attendance of a director at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as

the secretary of the meeting before the adjournment thereof; such right to dissent shall not apply to a director who voted in favor of such action.

5.06 Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

ARTICLE VI

Powers and Duties of the Board of Directors

6.01 The Board of Directors shall have power to:

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

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

6.02 It shall be the duty of the Board of Directors to:

(a) cause The Properties and the Common Areas to be maintained in good, clean, attractive and sanitary condition, order and repair;

(b) adopt and publish rules and regulations including fees, if any, governing the use of The Properties and the Common Areas and facilities, and the personal conduct of the Members and their guests thereon;

(c) cause to be kept a complete record of all its corporate affairs, make such records available for inspection by any Member or his agent and present an annual statement thereof to the Members;

(d) supervise all officers, agents and employees of the Association and see that their duties are properly performed;

(e) issue upon demand by any Member a certificate setting forth whether or not any assessment has been paid and giving evidence thereof for which a reasonable charge may be made;

(f) designate depositories for Association funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate;

(g) hold a public hearing on the proposed annual budget and approve the annual budget by a majority vote of the directors;

(h) fix the annual general and special assessments in accordance with the provisions of the Declaration;

(i) annually set the date(s) assessments are due, decide what, if any, interest rate is to be applied to assessments which remain unpaid 30 days after they become due;

(j) send written notice of each assessment to every Owner subject thereto at least 30 days in advance of the due date of the annual assessment or first installment thereof;

(k) cause the lien against any property for which assessments are not paid within 30 days after due date to be foreclosed or cause an action at law to be brought against the Owner personally obligated to pay the same;

(l) procure and maintain adequate liability and casualty insurance to protect the Association, its employees and its personal and real properties;

(m) enter into mortgage agreements and obtain capital debt financing subject to the provisions of the Declaration; and

(n) exercise their powers and duties in good faith, with a view to the interests of the Association and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

ARTICLE VII

Officers

7.01 The officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by and be members of the Board of Directors. Any two offices may be held by the same person, except the offices of President and Secretary, and offices of President and Vice President.

7.02 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 Association shall be served thereby.

7.03 So long as the Corporation is a Member of the Association, officers need not be Members. When the Corporation ceases to be a Member thereafter all officers elected or appointed must be Members of the Association.

7.04 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.

7.05 The President shall be the principal executive officer of the Association, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the Members.

7.06 The officers shall have such duties and functions as are generally held or performed by such officers in business corporations, and such additional duties and functions as may be established by the Board of Directors. Additional officers and assistant officers shall have charge of and shall perform such duties as may be authorized by the Board of Directors and assigned to them by the President.

ARTICLE VIII

Charges, Assessments and Special Assessments

8.01 All Lots shall be subject to a general annual charge or special assessment, determined on a per Lot basis which shall be fixed in amount and paid as set forth in the Declaration each year, for the ensuing year, as the needs of

the Association may require in order to carry out the Association's purposes.

8.02 The funds collected by the general annual charge or special assessment shall be used only for carrying out the functions and the purposes for which the Association was organized, and such expenses incidental thereto.

ARTICLE IX

Contracts, Loans, Checks and Deposits

9.01 The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances.

9.02 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by or under the authority of resolution of the Board of Directors.

9.03 All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE X

Fiscal Year

10.01 The fiscal year of the Association shall be from the first day of January to the 31st day of December, inclusive, in each calendar year.

ARTICLE XI

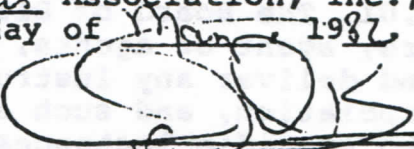
Amendments

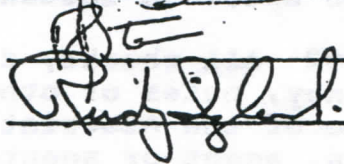
11.01 During the period in which the Corporation is entitled to appoint the initial Board of Directors, these By-Laws may be amended or repealed and new By-Laws may be

adopted by a vote of a majority of the Members of the Association and with the consent of the Corporation. Subsequent to such period, these By-Laws may be amended or repealed and new By-Laws may be adopted by a vote of a majority of the Members of the Association.

11.02 In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we being all the directors of the Lakewood Property Owners Association, Inc., have hereunto set our hands this 14th day of March, 1982.





LAKWOOD PROPERTY OWNER'S ASSOCIATION, INC.
C/O MEDIVAN, INC. 4602 S. PACKARD AVENUE
CUDAHY, WI 53110 (414) 483-VANS

Be it resolved that the members of the Lakewood Property Owner's Association, Inc. at their meeting on the 2nd day of August 1989 do hereby amend Article IV sub-sections 4.01 and 4.04, Article V sub-sections 5.02 and Article X sub-section 10.01 of the by-laws of said corporation pursuant to Article XI.

Article IV Section 4.01 should read:

The annual meeting of members shall be held at 1:00 p.m. at a place so designated by the Board of Directors on the First Saturday of May of each year.

Article IV Section 4.04 should read:

Members holding 10% of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at the meeting of members.

Article V Section 5.02 should read:

At the first election pursuant to this amendment, one director will be elected for one year, another for two years, and the third for three years. Thereafter, as the directors term expires, each will be elected for a three year term. Directors shall hold office until their successions have been elected and have been qualified.

Article X Fiscal Year:

10.01 The fiscal year of the Association shall be from the first day of April to the 31st day of March, inclusive, of each year.

These resolutions were adopted by the members of the Lakewood Property Owner's Association, Inc. at their special meeting held on the 2nd day of September 1989.

Lakewood Property Owner's Association, Inc.

By: _____

Morris Dillow - President