

**BYLAWS OF
PELICAN LAKESHORE OWNERS ASSOCIATION**

ARTICLE I - THE CORPORATION; OFFICES; PURPOSE

Section 1. The Corporation. Pelican Lakeshore Owners Association (“Corporation”) is a nonprofit corporation organized pursuant to Minnesota Statutes, Chapter 317A.

Section 2. Registered Office; Other Offices. The registered office of the Corporation is as provided and designated in the Articles of Incorporation. The Board of Directors of the Corporation may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of the State of Minnesota. The Corporation may establish and maintain such other offices, within or without the State of Minnesota, as are from time to time authorized by the Board of Directors.

Section 3. Purpose. The Corporation is formed for the following purposes, and such other purposes as determined from time to time by the Board of Directors: to serve as an organized voice for the Members with other governmental agencies and the public; to address issues that may adversely impact the lake, its use and enjoyment, its ecological integrity, and its condition as a natural resource; to monitor the condition of the lake and the impact on the lake from any development of lakeshore or other nearby property; to provide a source of volunteers to assist with lake and/or watershed projects; to monitor and improve water quality, water clarity, and fish, waterfowl, and other wildlife habitat; to educate Members and others about applicable laws and ordinances, as well as best management practices, relating to the lake, development near the lake, the impact of development on the lake, and the ecological integrity of the lake; and to undertake such activities as are in furtherance of the foregoing.

ARTICLE II – MEMBERSHIP QUALIFICATIONS AND PREREQUISITES

Section 1. Defined Terms. As used in these Bylaws, the following words or phrases will have the meanings set forth below:

“Pelican Lake” – the body of water known and identified as Pelican Lake, located in St. Louis County, Minnesota.

“Parcel” – land that comprises and constitutes an individual, recognized parcel for land for purposes of the assessment or exemption of such land for real estate tax purposes. In amplification, but not in limitation of the foregoing, a Parcel is typically identified as a unique quantity of land as described in the County Auditor’s or other officials’ maps for purposes of real estate taxation and is usually assigned a unique “parcel identification number” (PIN) by the governing authorities with jurisdiction over such matters.

“Lakeshore Parcel” – any Parcel that either: (i) is all or any part of an island within the boundaries of Pelican Lake; or (ii) abuts and touches the waters of Pelican Lake.

“Owner” – any person, corporation, partnership, limited liability company, trust, governmental unit or any other entity, or any combination of the foregoing, that either: (i) owns a fee simple or life estate interest in a Lakeshore Parcel; or (ii) leases, as tenant, a Lakeshore Parcel under a lease

with a minimum initial term of five (5) or more years; or (iii) owns other rights or interests in or related to a Lakeshore Parcel such that, considered under the totality of the circumstances, should be recognized by these Bylaws and the Corporation as an Owner of a Lakeshore Parcel as determined exclusively by the approval of the Board of Directors in its sole and absolute discretion. An Owner need not own all (i.e., 100%) of the fee simple interest or life estate in a Lakeshore Parcel or be the sole holder of a qualifying leasehold interest in a Lakeshore Parcel in order to constitute an “Owner” and may, instead, own or hold such interests as joint tenants, tenants in common, and/or in any other specified or undivided fractional interest basis and will nevertheless be deemed to be an “Owner” in all such cases for purposes of these Bylaws. In addition, any natural person owning, directly or indirectly, an ownership interest in an entity that otherwise constitutes an Owner may elect to also be treated as an Owner and become a Member as provided in these Bylaws.

“Member” – an Owner of a Lakeshore Parcel that has paid to the Corporation any dues or other assessments determined by the Board of Directors pursuant to these Bylaws as a condition to membership for such period of time specified and established by the Board of Directors, from time to time, subject to compliance with any other applicable provisions of these Bylaws.

Section 2. Members; Eligibility; Requirements. Any Owner of a Lakeshore Parcel that has timely paid to the Corporation any dues or other assessments determined by the Board of Directors pursuant to these Bylaws as a condition to membership for such period of time specified and established by the Board of Directors, from time to time, constitutes a “Member” of the Corporation, subject to compliance with such other provisions of these Bylaws applicable to being a Member.

Section 3. Multiple Owners of a Lakeshore Parcel. If there are two (2) or more Owners of a Lakeshore Parcel, then the following provisions will apply to the determination of who is eligible to become a Member. Any one or more of such Owners may each elect to become a Member, each with the power to cast one (1) vote as a Member. In addition, any two (2) or more of such Owners may jointly become a single Member with the power to cast one (1) vote only as a Member and, in such case, they must designate one (1) person with the power to cast one (1) vote as a Member on behalf of all Owners electing to become a Member jointly as provided in this sentence. If the Owners electing to jointly become a single Member cannot agree upon and designate one (1) person as provided in the preceding sentence, then such Owners will not be entitled to cast a vote as a Member with respect to such Lakeshore Parcel.

Section 4. Ownership by Entities. Any corporation, partnership, limited liability company, trust, governmental unit or any other entity that is an Owner of a Lakeshore Parcel may elect to become a Member in the name of such entity with the power to cast one (1) vote only as a Member. In such case, the entity must designate one (1) person with the power to cast one (1) vote as a Member on behalf of such entity and, if those with control over such entity cannot agree upon and designate one (1) person as provided in the preceding sentence, then such entity will not be entitled to cast a vote as a Member with respect to such Lakeshore Parcel. In addition, and regardless of whether any such corporation, partnership, limited liability company, trust, governmental unit or any other entity that is an Owner of a Lakeshore Parcel elects (or does not elect) to become a Member in the name of such entity, any natural person owning, directly or indirectly, an ownership interest in such entity may elect to become a Member as if, and on the same basis, that such natural person was the Owner of record of the Lakeshore Parcel for purposes of these Bylaws.

Section 5. One (1) Vote Per Member. Even though an Owner owns more than one (1) Lakeshore

Parcel, such Owner will be entitled to cast only one (1) vote as a Member of this Corporation, subject to compliance with all conditions and requirements for membership, including, without limitation, payment of any dues or assessments determined by the Board of Directors.

Section 6. Authority to Determine Satisfaction of Membership Requirements. The Board of Directors retains final and exclusive authority to determine whether the requirements for being a Member have been satisfied in any instance, including, without limitation, what constitutes a Parcel and a Lakeshore Parcel and who constitutes an Owner.

Section 7. Dues, Assessments or Fees. The Board of Directors may determine and levy, from time to time, the amount and any deadlines for the payment of any dues, assessments or fees which must be paid in order to constitute and be eligible to be a Member of the Corporation with respect to such period of time as determined and specified by the Board of Directors. Timely payment of any such dues, assessments or fees levied by the Board of Directors is a requirement and condition precedent to any Owner of a Lakeshore Parcel to be entitled to notice, cast a vote or otherwise receive the benefits accorded to a Member of the Corporation for and during such period of time. However, the Corporation may not enforce collection of any dues, assessments or fees. Membership dues, assessments or fees are nonrefundable and are not proratable.

Section 8. Membership is Voluntary; Resignation. No Owner of a Lakeshore Parcel is required to become a Member of the Corporation. Any Member of the Corporation may resign as a Member by providing the secretary of the Corporation with written notice of such resignation. Any such resignation will be effective upon the date specified in the written notice or, if none is specified, upon receipt by the secretary.

Section 9. Transfer of Lakeshore Parcels. Upon the transfer of a Lakeshore Parcel such that a Member no longer constitutes an Owner of a Lakeshore Parcel, such Member will cease to be a Member of the Corporation.

Section 10. Memberships Not Transferable. No Member may sell, convey, assign or otherwise transfer the Member's membership interest or other rights in the Corporation.

Section 11. Liability of Members. A Member of the Corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation.

ARTICLE III - REGISTRATION OF MEMBERS AND MEETINGS OF MEMBERS

Section 1. Registration of Members. Each Member must provide the Corporation's secretary with written notice of: (a) the Member's name; and (b) the Member's address for purposes of receipt of any notices the Corporation is required or permitted to give to the Member. Each Member may also provide the secretary with an email address for purposes of receipt of any such notices. The Corporation is not obligated to recognize the rights of any Person as a Member until the Member has provided the Corporation with the information required under this Section, but a Member's failure to provide the Corporation with the information this Section requires does not relieve the Member of any obligation, covenant or restriction set forth in these Bylaws.

Section 2. Annual Meetings. The Corporation must hold a meeting of its Members at least once each calendar year. The Board must schedule the time of each annual meeting and the secretary of the Corporation must provide notice of the annual meeting. At each annual meeting of the Members:

(a) The Members must elect directors to succeed directors whose terms have expired or whose terms the Board reasonably expects will expire before the next annual meeting;

(b) The Board or its designated representative must report to the Members on the Corporation's activities and financial condition; and

(c) The Members must consider and act upon any additional matters referenced in the notice of meeting. The Board is authorized to determine what, if any, additional matters will be placed on the agenda for the annual meeting and included in the notice of meeting; provided, however, if a Member or Members holding not less than ten percent (10%) of the Member voting rights execute and present to the president or treasurer, at least thirty days prior to the date established for the annual meeting, a written demand that a matter be included on the agenda for an annual meeting, the Board must include the matter on the agenda for the annual meeting and in the notice of meeting.

Section 3. Special Meetings. The Corporation's president may call a special meeting of the Members at any time and must call a special meeting of the Members within sixty (60) days of:

(a) The Board's adoption of a resolution directing the president to call a special meeting and stating the purpose for which the special meeting is to be held; or

(b) The president's receipt of a written demand for a special meeting from a Member or Members holding not less than ten percent (10%) of the membership voting rights in the Corporation. The demand must state the purpose for which the special meeting is to be held.

Section 4. Determination of a Record Date. Before each annual or special meeting of the Members, the Board must designate a date for the determination of the Members entitled to notice of and entitled to vote at the meeting ("Record Date"). The Board must designate a Record Date that is not more than sixty (60) days before the date of the meeting.

Section 5. Preparation of Member List. After establishing the Record Date, the Board must prepare an alphabetical list of the names of the Members who are entitled to receive notice of the meeting and to vote at the meeting ("Member List"). The Member List must state the address of each Member entitled to vote at the meeting, the number of votes each Member is entitled to cast at the meeting and the total number of votes all Members are entitled to cast at the meeting. Beginning two (2) business days after the Board gives notice of an annual or special meeting, and continuing through the date of the meeting, the Board must make the Member List available to Members for inspection. The Member List must be available at the Corporation's principle place of business or at a reasonable location identified in the notice of meeting. The Member List must also be available at the meeting. A Member is entitled, on written demand, to inspect and copy the Member List at a reasonable time at the Member's expense during the period it is available for inspection and at any time during the meeting or an adjournment of the meeting.

Section 6. Notice of Meetings; Waiver of Notice. The Corporation secretary must deliver a notice of each annual or special meeting of the Members to each Member at least twenty-one (21) days prior to an annual meeting and at least seven (7) days prior to a special meeting, but the Secretary may not deliver the notice of meeting more than sixty (60) days prior to an annual or special meeting. The notices must be hand delivered or mailed to all Members at the address the Member has provided to the

Corporation. The notice must state the date, time and place of the meeting, the purposes of the meeting, and the procedures for appointing proxies.

A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 7. Place of Meetings. The Board may hold meetings of the Members at the Corporation's office, if any, or at another location reasonably designated by the Board.

Section 8. Conduct of Meetings and Quorum Requirement. The Board may establish procedures to govern the conduct of meetings of the Members. The presence, in person or by written proxy statements, of Members eligible to vote who hold at least ten percent (10%) of the total number of the membership votes in the Corporation constitutes a quorum.

Section 9. Adjourned Meetings. If the Members cannot conduct business at a meeting of the Members for lack of a quorum, a majority of the Members who are present, either in person or by proxy, may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called and may continue this process until a quorum is obtained. The Corporation's secretary is not required to give Members notice of the date, time or place of any adjourned meeting.

Section 10. Mailed Ballots. The Board may adopt a resolution providing for a vote of the Members on any issue via mailed ballots pursuant to Minnesota Statutes, Section 317A.447 or any successor statute.

Section 11. Proxies. A Member may execute a written proxy statement appointing another Member or a third party to cast the Member's vote at an annual or special meeting of the Members. The Member must deliver the proxy statement to the Corporation secretary at least 24 hours before the scheduled time of the meeting. A proxy statement is valid for a period of 11 months unless the proxy statement itself indicates that it is valid for a different period of time. A Member may revoke a proxy at any time, by: attending a meeting and voting in person; delivering a written statement of revocation to the secretary; or delivering a subsequent proxy form to the secretary. The Board may adopt a resolution requiring the use of a specified proxy form and may adopt other proxy procedures provided the procedures do not violate Minnesota law.

Section 12. Action of the Members. Except where these Bylaws provide for an action to be taken by a higher or lower percentage of the Members, the affirmative vote of Members present, either in person or by proxy, at a meeting at which a quorum is or has been present is the act of the Members.

Section 13. Conference Communications. Any or all Members may participate in and be present at any meeting of the Members by any means of communication through which the Members may simultaneously hear each other during such meeting. For the purposes of establishing a quorum and taking any action at the meeting, such Members participating pursuant to this Section 13 shall be deemed present in person at the meeting, and the place of the meeting shall be the place of origination of the conference communication.

Section 14. Action without a Meeting. Any action which may lawfully be taken at a Members' meeting may be taken without a meeting if authorized by a writing or writings signed by all of the Members who would be entitled to a notice of a meeting for such purpose. Such action shall be effective on the date on which the last signature is placed on such writing or writings, or such earlier effective date as is set forth therein. If any action so taken requires a certificate to be filed in the office of the Secretary of State, the officer signing the same shall state therein that the action was effected in the manner aforesaid.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation must be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws required to be exercised or done by the Members.

Section 2. Number, Qualification and Term of Office; Membership Required. The Board of Directors will consist of seven (7) directors. Each director must be a natural person at least eighteen (18) years of age and must be a Member. Each of the directors shall hold office until the regular meeting of Members next held after such director's election or appointment and until such director's successor shall have been elected and shall qualify, or until the earlier death, resignation, removal, or disqualification of such director. Directors are elected by a plurality of the voting power of the Members present and entitled to vote on the election of directors at a meeting at which a quorum is present, with the seven (7) persons receiving the greatest number of votes thereby being elected as the seven (7) directors.

Section 3. Board Meetings. Meetings of the Board of Directors may be held from time to time at such time and place within the State of Minnesota as may be designated in the notice of such meeting.

Section 4. Calling Meetings; Notice. Meetings of the Board of Directors may be called by the President by giving at least forty-eight (48) hours' notice, or by any director by giving at least five (5) days' notice, of the date, time and place thereof to each director by mail, telephone, electronic communication or in person.

Section 5. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived by any director before, at, or after such meeting orally, in a writing signed by such director, or by attendance at the meeting. A director, by his attendance at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 6. Quorum. At least forty (40%) of the directors holding office immediately prior to a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. In the absence of a quorum, the majority of the directors present adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than a proportion or number otherwise required for a quorum.

Section 7. Absent Directors. A director may give advance written consent or opposition to a proposal to be acted on at a meeting of the Board of Directors. If such director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 8. Conference Communications. Any or all directors may participate in and be present at any meeting of the Board of Directors, or of any duly constituted committee thereof, by any means of communication through which the directors may simultaneously hear each other during such meeting. For the purposes of establishing a quorum and taking any action at the meeting, such directors participating pursuant to this Section 8 shall be deemed present in person at the meeting, and the place of the meeting shall be the place of origination of the conference communication.

Section 9. Vacancies; Newly Created Directorships. Vacancies in the Board of Directors of this Corporation resulting from the death, resignation, removal or disqualification of a director may be filled for the unexpired term by the affirmative vote of a majority of the remaining directors of the Board, although less than a quorum; newly created directorships resulting from an increase in the authorized number of directors may be filled by a majority of the directors serving at the time of such increase; and each director elected or appointed pursuant to this Section 9 shall be a director until such director's successor is elected by the Members at their next regular or special meeting.

Section 10. Removal. Any or all of the directors may be removed from office at any time, with or without cause, by the affirmative vote of the shareholders holding a majority of the shares entitled to vote at an election of directors. A director named by the Board of Directors to fill a vacancy may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the remaining directors if the director was named by the Board to fill the vacancy and the Members have not elected directors in the interim between the time of the appointment to fill such vacancy and the time of the removal. In the event the entire Board or any one or more directors be so removed, new directors shall be elected at the same meeting.

Section 11. Committees. A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees having the authority of the Board in the management of the business of the Corporation to the extent provided in the resolution. A committee shall consist of one or more natural persons at least eighteen (18) years of age, who need not be directors, appointed by affirmative vote of a majority of the directors present. Committees are subject to the direction and control of, and vacancies in the membership thereof shall be filled by, the Board of Directors.

A majority of the members of the committee present at a meeting is a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in a resolution approved by the affirmative vote of a majority of the directors present.

Section 12. Written Action. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors unless the action need not be approved by the Members and the Articles of Incorporation so provide, in which case the action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective time is provided in

the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action has no liability for the action or actions taken thereby.

Section 13. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the date of the 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 14. Compensation of Directors. Directors and members of any Committees will not receive any compensation for their services, other than reimbursement of reasonable expenses.

ARTICLE V – OFFICERS

Section 1. Number. The officers of the Corporation shall be chosen by the Board of Directors and shall include a President and a Treasurer. The Board of Directors may also choose a Secretary, one or more Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same person. Each officer must be a Member. If a document must be signed by persons holding different offices or functions and a person holds or exercises more than one of these offices or functions, that person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person signs.

Section 2. Election, Term of Office and Qualifications. The Board of Directors shall elect or appoint, by resolution approved by the affirmative vote of a majority of the directors present, from within or without their number, the President, Secretary and Treasurer and such other officers as may be deemed advisable, each of whom shall have the powers, rights, duties, responsibilities, and terms in office provided for in these Bylaws or a resolution of the Board of Directors not inconsistent therewith. Any officers who may be directors shall continue to hold office until the election and qualification of their successors, notwithstanding an earlier termination of their directorship.

Section 3. Removal and Vacancies. Any officer may be removed from his office by the Board of Directors at any time, with or without cause. If there be a vacancy among the officers of the Corporation by reason of death, resignation, removal, disqualification, or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors.

Section 4. Chairman of the Board. The Chairman of the Board, if one is elected, shall preside at all meetings of the Members and directors and shall have such other duties as may be prescribed, from time to time, by the Board of Directors.

Section 5. President. The President shall have general active management of the business of the Corporation. In the absence of the Chairman of the Board, or if no Chairman of the Board is elected, the President shall preside at all meetings of the Members and directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute and deliver, in the name of the Corporation, any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation unless the authority to execute and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or Bylaws or by the Board of Directors to some other officer or agent of the Corporation. He shall maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and the Members, and shall perform all duties usually incident to

the office of the President. He shall have such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 6. Vice President. Each Vice President, if one or more are elected, shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, Vice Presidents shall succeed to his power and duties in the order designated by the Board of Directors.

Section 7. Secretary. The Secretary, if one is elected, shall be secretary of and shall attend all meetings of the Members and Board of Directors and shall record all proceedings of such meetings in the minute book of the Corporation. He shall give proper notice of meetings of Members and directors. He shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the President.

Section 8. Assistant Secretary. The Assistant Secretary, if any, or if there be more than one (1), the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 9. Treasurer. The Treasurer shall keep accurate financial records for the Corporation. He shall deposit all moneys, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall designate from time to time. He shall have power to endorse for deposit all notes, checks and drafts received by the Corporation and make proper vouchers therefor. He shall disburse the funds of the Corporation, as ordered by the Board of Directors, making proper vouchers therefor. He shall render to the President and the directors, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the President.

Section 10. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one (1), the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such powers as the Board of Directors may from time to time prescribe.

Section 11. Compensation. The officers of the Corporation shall not receive any such compensation for their services, other than reimbursement of reasonable expenses.

ARTICLE VI – NO MEMBERSHIP CERTIFICATES

Section 1. Members of the Corporation will not receive any membership certificate evidencing their status as Members of the Corporation.

ARTICLE VII – INDEMNIFICATION OF CERTAIN PERSONS

Section 1. The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law, including, without limitation, Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended, or any successor or supplementary law or statute.

ARTICLE VIII – GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be fixed or changed by resolution of the Board of Directors.

Section 2. Seal. The Corporation shall have no corporate seal.

Section 3. Amendments. Subject to the right of the Members of the Corporation to adopt, amend or repeal these Bylaws as provided by Minnesota Statutes, Section 317A.181, Subdivision 3, these Bylaws may be amended or repealed by a vote of the majority of the Board of Directors at any meeting provided that notice of such proposed amendment or repeal shall have been given in the notice given to the directors of such meeting. However, the Board of Directors shall not make or alter any Bylaws fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, except that the Board of Directors may adopt or amend any Bylaw to increase the number of Directors.

CERTIFICATE OF ASSISTANT SECRETARY

The undersigned DOES HEREBY CERTIFY that:

1. I am the duly elected and acting Assistant Secretary of Pelican Lakeshore Owners Association, a Minnesota nonprofit corporation; and
2. The foregoing Bylaws constitute the Bylaws of the corporation as duly adopted and amended by the Board of Directors, effective as of June 24, 2009.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the 24th day of June, 2009.

/s/ Keith W. Baker

Keith W. Baker, Assistant Secretary