

CONSENT OF MORTGAGE HOLDER

The MIDLAND NATIONAL BANK, a national banking association, with offices at Milwaukee, Wisconsin, and mortgagee named in a certain mortgage executed by MILL VALLEY DEVELOPMENT COMPANY, a Wisconsin limited partnership, dated July 25, 1972, and recorded in the office of the Register of Deeds for Milwaukee County, Wisconsin, on the 28th day of July, 1972, in ~~Volume~~ ^{Reel} at Images 5 and 6, 667/ ~~XXXXXXXXXX~~ as Document No. 4693501, hereby consents to the execution and recording and filing of the above and foregoing Declaration of Conditions, Covenants, Restrictions and Easements regarding MILL VALLEY CONDOMINIUM HOMES, and hereby submits its mortgage above referred to, to the provisions of the above and foregoing Declaration and the Wisconsin Unit Ownership Act, Chapter 703 of the Wisconsin Statutes.

IN WITNESS WHEREOF, the said MIDLAND NATIONAL BANK has caused this instrument to be signed by its duly authorized officers on its behalf.

Dated and executed at Milwaukee, Wisconsin, this 21st day of August, 1972.

MIDLAND NATIONAL BANK

By S/Lawrence Katz

Attested to:

By S/Donald L. Schuelke

PLAT OF SURVEY

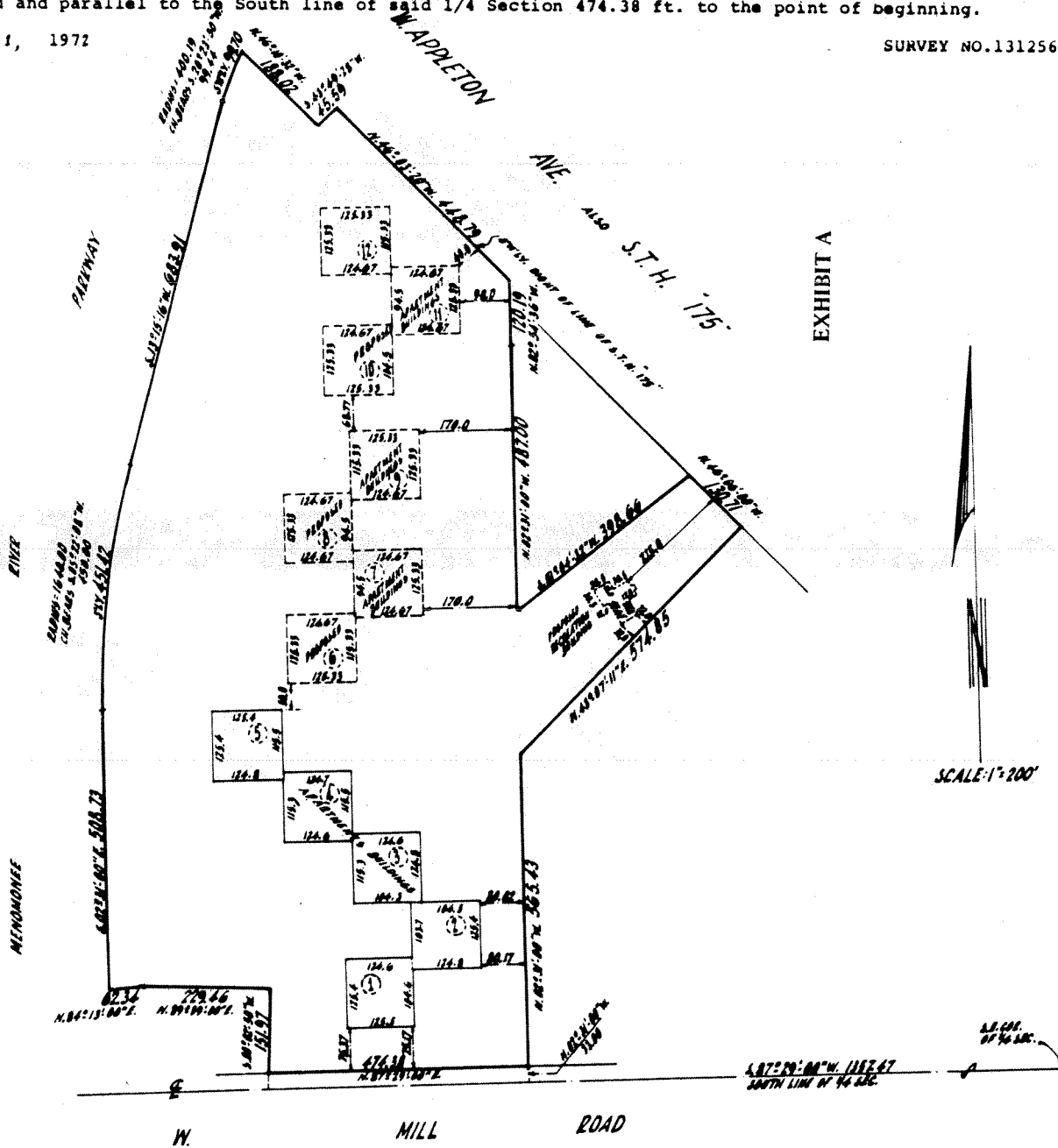
That part of the S W 1/4 of Section 19, T 8 N, R 21 E, in the City of Milwaukee, Milwaukee County, Wisconsin, which is bounded nad described as follows:

Commencing at a point in the South line of said 1/4 Section; running thence South 87° 29' 00" West 1357.47 ft. from the Southeast corner of said 1/4 Section; running thence North 02° 31' 00" West 33.00 ft. to a point of beginning of the land herein described;

running thence North 02° 31' 00" West 565.43 ft. to a point; thence North 43° 07' 11" East 574.85 ft. to a point in the Southwesterly right of way line of State Trunk Highway 175; thence North 46° 06' 00" West along the southwesterly right of way line of State Trunk Highway 175 aforesaid 130.71 ft. to a point; thence South 51° 04' 32" West 398.66 ft. to a point; thence North 02° 31' 00" West 487.00 ft. to a point; thence North 02° 54' 36" West 120.19 ft. to a point in the Southwesterly right of way line of State Trunk Highway 175; thence North 46° 03' 20" West along said State Trunk Highway 175 aforesaid right of way line 448.79 ft. to a point; thence South 43° 49' 28" West along said State Trunk Highway 175 right of way line 45.59 ft. to a point; thence North 46° 10' 32" West along said State Trunk Highway 175 right of way line 188.02 ft. to a point; thence Southwesterly 99.70 ft. along the arc of a curve whose center lies to the East, whose radius is 400.19 ft. and whose chord bears South 20° 23' 30" West 99.44 ft. to a point; thence South 13° 15' 16" West 683.91 ft. to a point; thence Southerly 451.42 ft. along the arc of a curve whose center lies to the East, whose radius is 1640.00 ft. and whose chord bears South 05° 22' 08" West 450.00 ft. to a point; thence South 02° 31' 00" East 508.73 ft. to a point; thence North 84° 13' 00" East 62.34 ft. to a point; thence North 89° 59' 00" East 229.46 ft. to a point; thence South 00° 02' 50" West 151.97 ft. to a point on the North line of West Mill Road; thence North 87° 29' 00" East along the North line of West Mill Road and parallel to the South line of said 1/4 Section 474.38 ft. to the point of beginning.

JULY 1, 1972

SURVEY NO. 131256-E



131256-E

EXHIBIT A

SCALE: 1"=200'

We Certify that we have surveyed the above described property and that the above plat is an accurate survey and a true representation thereof and correctly shows the exterior boundary lines and location of buildings and other improvements on said property and the correct measurements thereof.

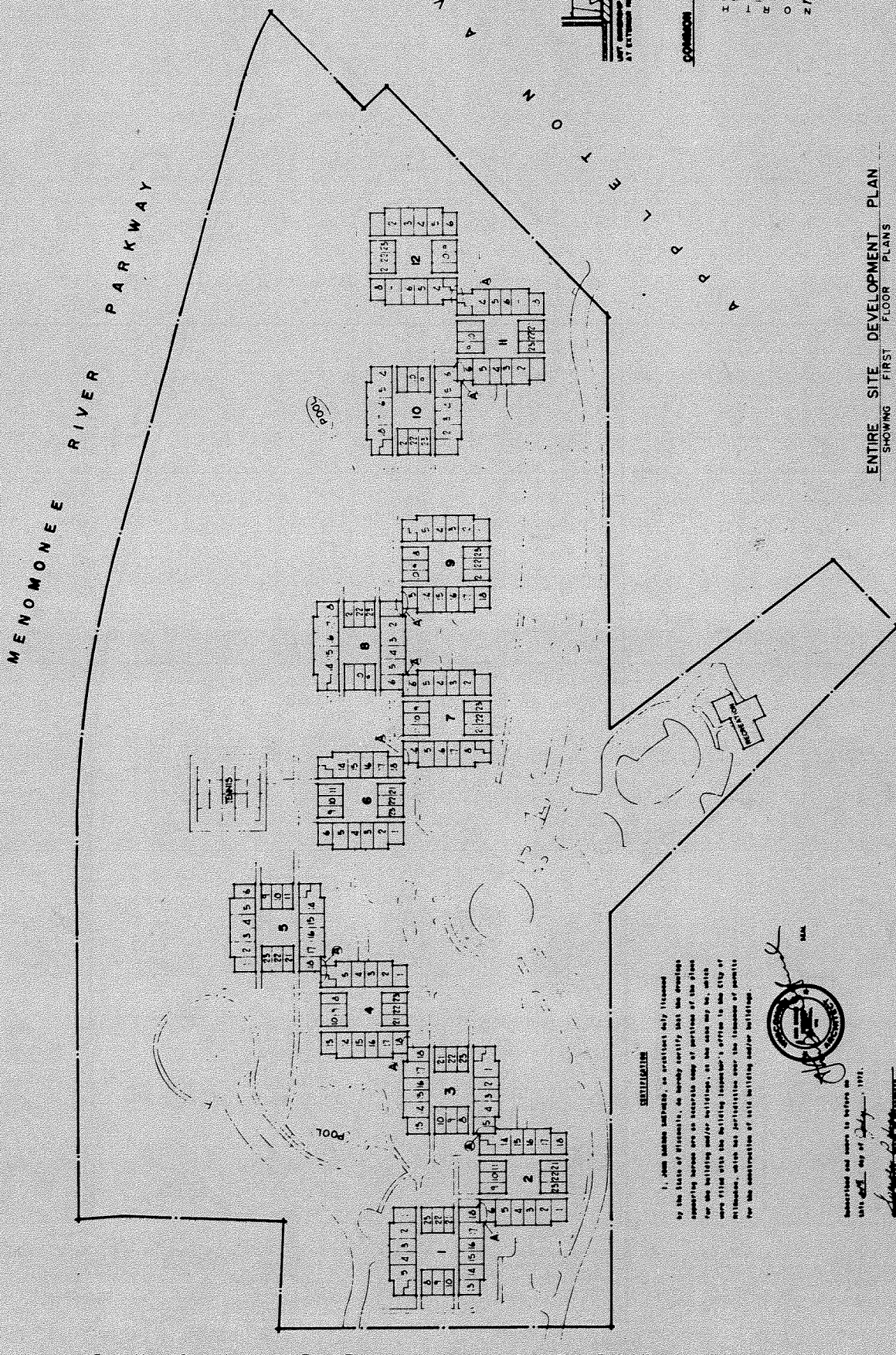
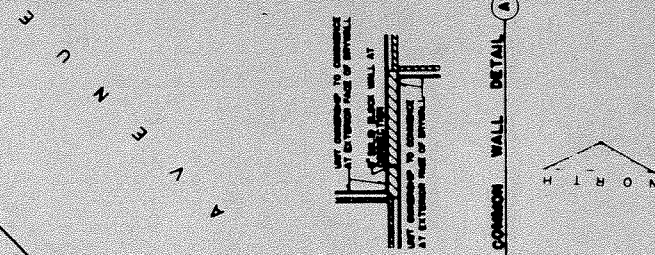
NATIONAL SURVEY SERVICE, INC.
CIVIL ENGINEERS AND SURVEYORS
3470 NORTH 127TH STREET (414) 781-3010
BROOKFIELD WIS 53008



Kenneth E. Burke
SURVEYOR



MENOMONEE RIVER PARKWAY



CERTIFICATE

I, JAMES W. WATSON, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's Office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.

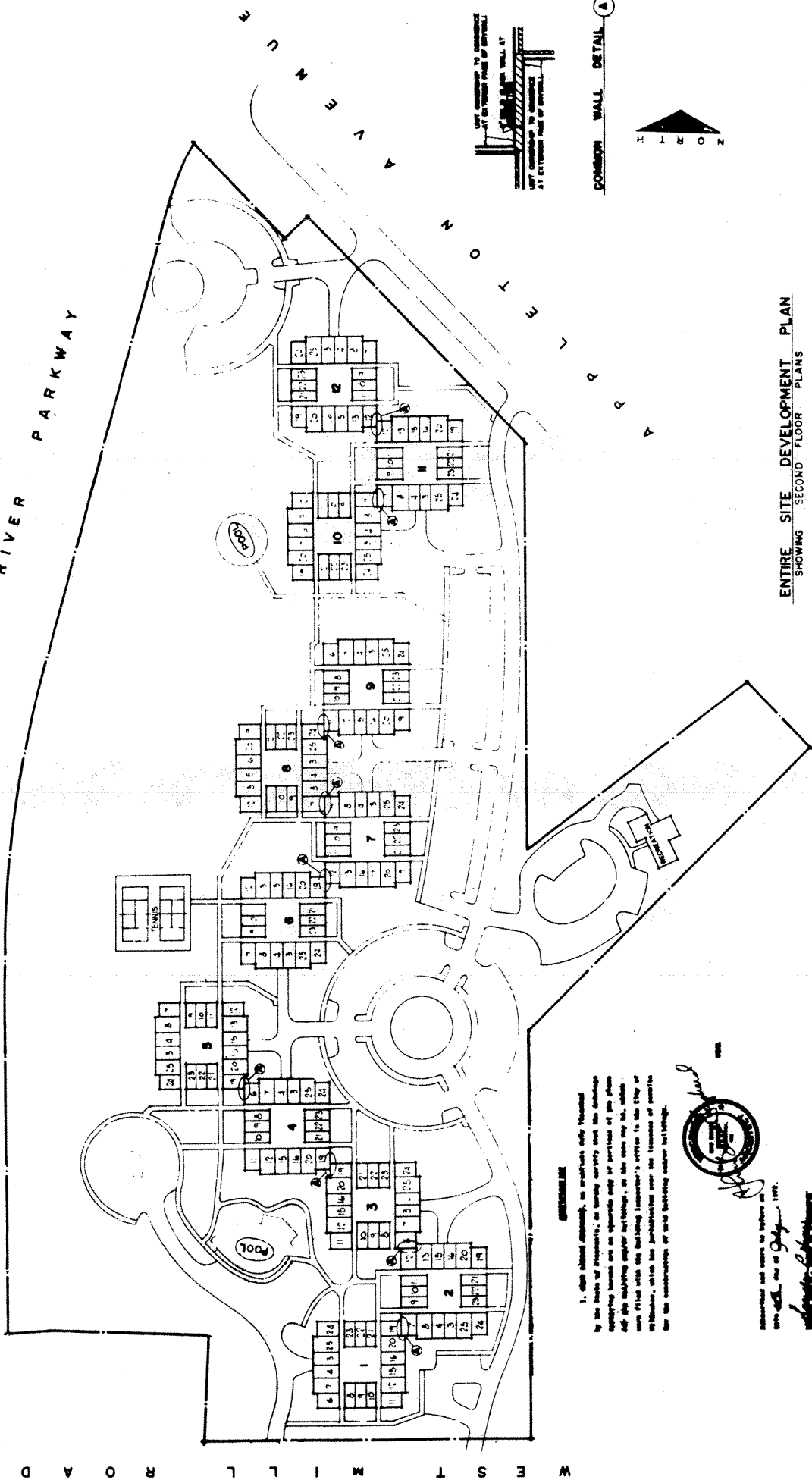


Subscribed and sworn to before me
this 22nd day of July, 1971.

[Signature]
Notary Public for Wisconsin
My Commission Expires 12/31/1972

WEST MILWAUKEE ROAD

MENOMONEE RIVER PARKWAY



COMMON WALL DETAIL A



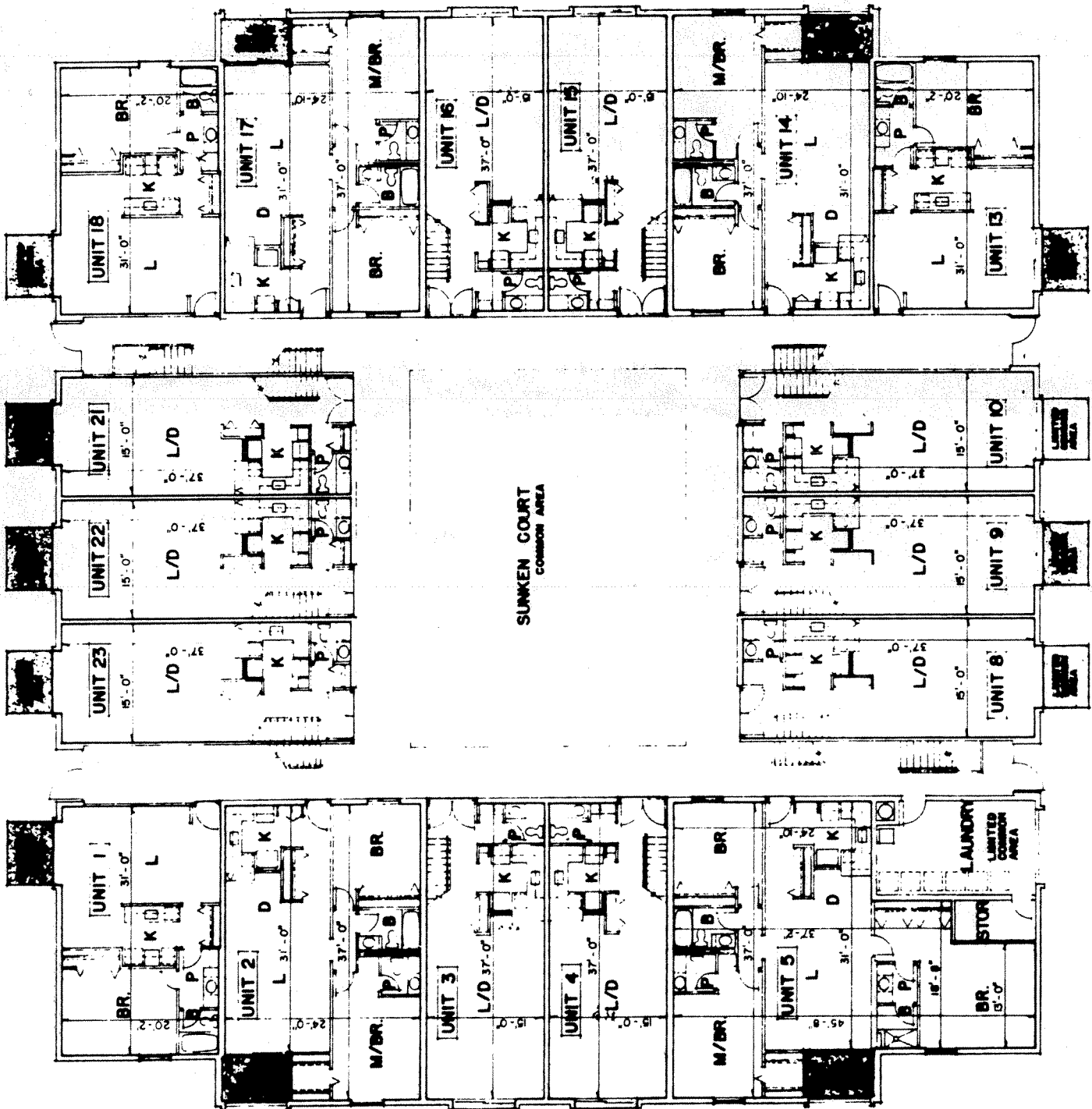
ENTIRE SITE DEVELOPMENT PLAN
SHOWING SECOND FLOOR PLANS

NOTICE
 1. This plan depicts an estimated only layout of the lots of property, as hereby verified, and the developer hereby warrants that the same are in accordance with the plat of the same as filed with the building inspector's office in the City of Milwaukee, when the jurisdiction over the issuance of certificates for the construction of said building under building.



Prepared and issued by reference to the plans and specifications of the
 [Signature]
 [Name]
 [Address]

WEST MILL ROAD



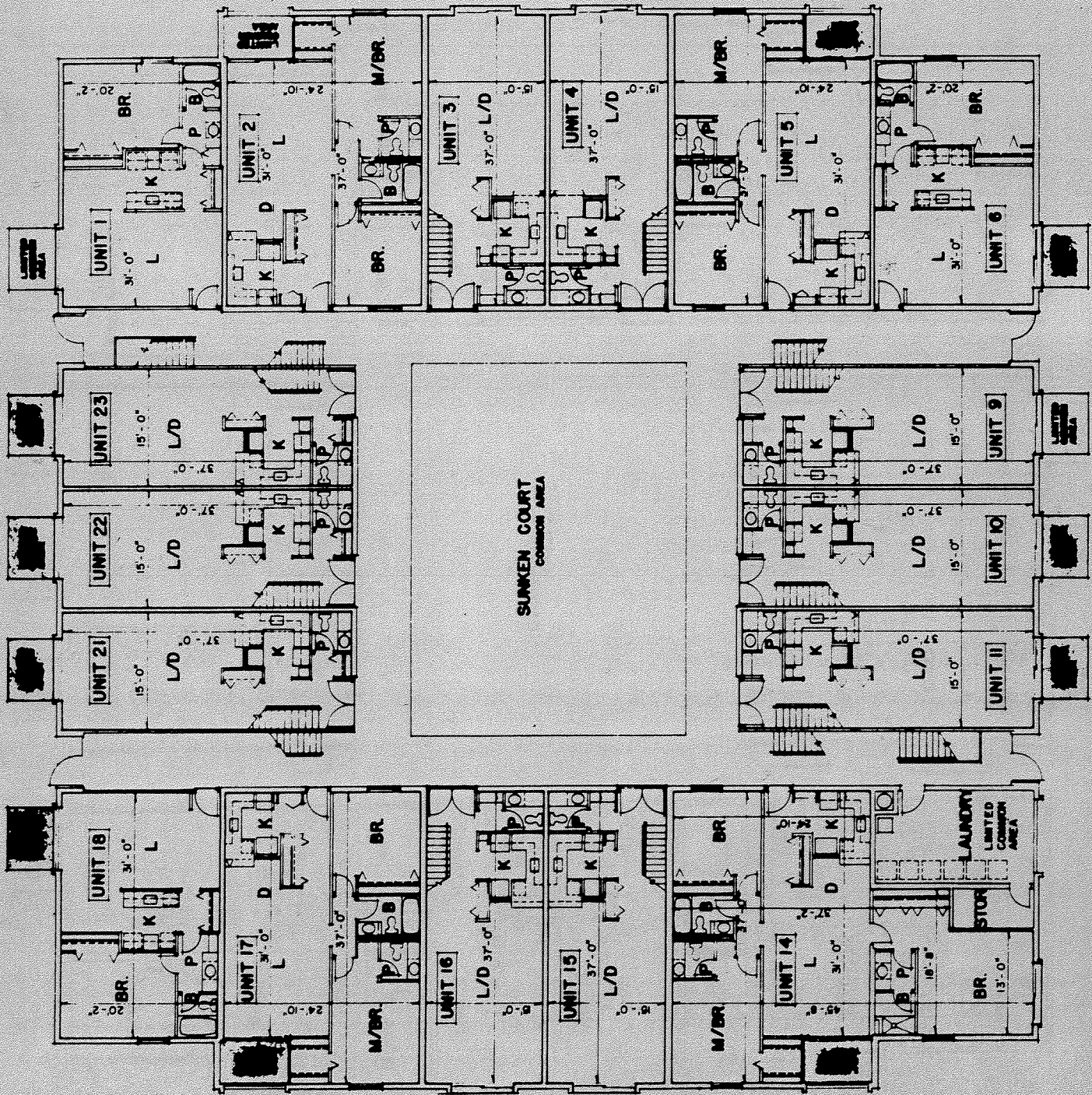
CERTIFICATION

I, JOHN BROWN SHERPES, an architect duly licensed by the State of Michigan, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plan for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Ann Arbor, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 25th day of July, 1973.

[Signature]
 Notary Public, State of Michigan
 My Commission expires 12/31/73



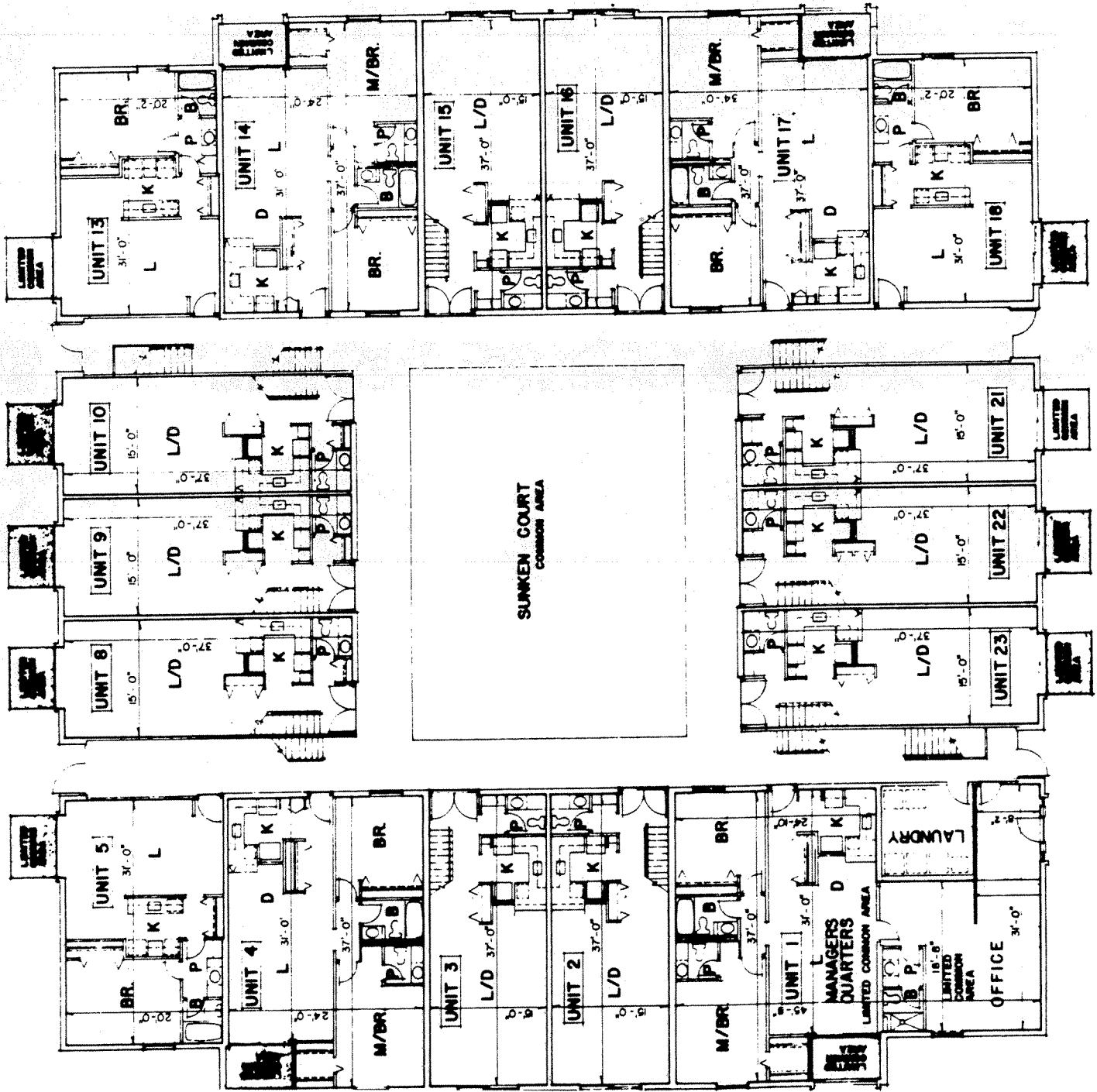
CERTIFICATION

I, **JAMES EDWARDS MERRILL**, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plan for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me
 1971-07-23 day of July, 1971.

James H. [Signature]
 Notary Public, State of Wisconsin
 My Commission - 22 October, 1973



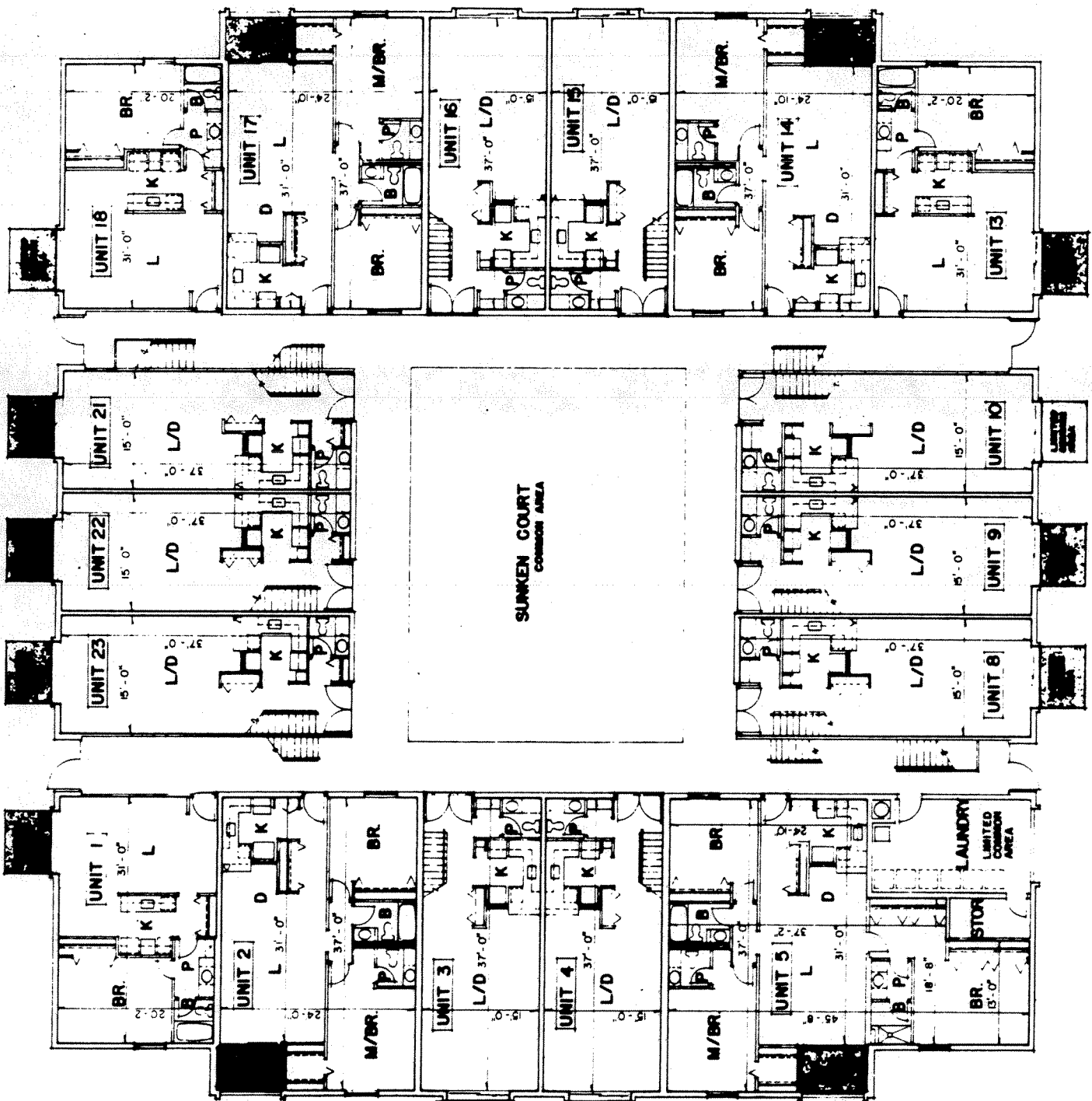
CERTIFICATION

I, JOHN LAMON MERRILL, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

John Lamon Merrill
 Notary Public, State of Wisconsin
 My Commission 22 October 72



FIRST FLOOR PLAN
BUILDING 4

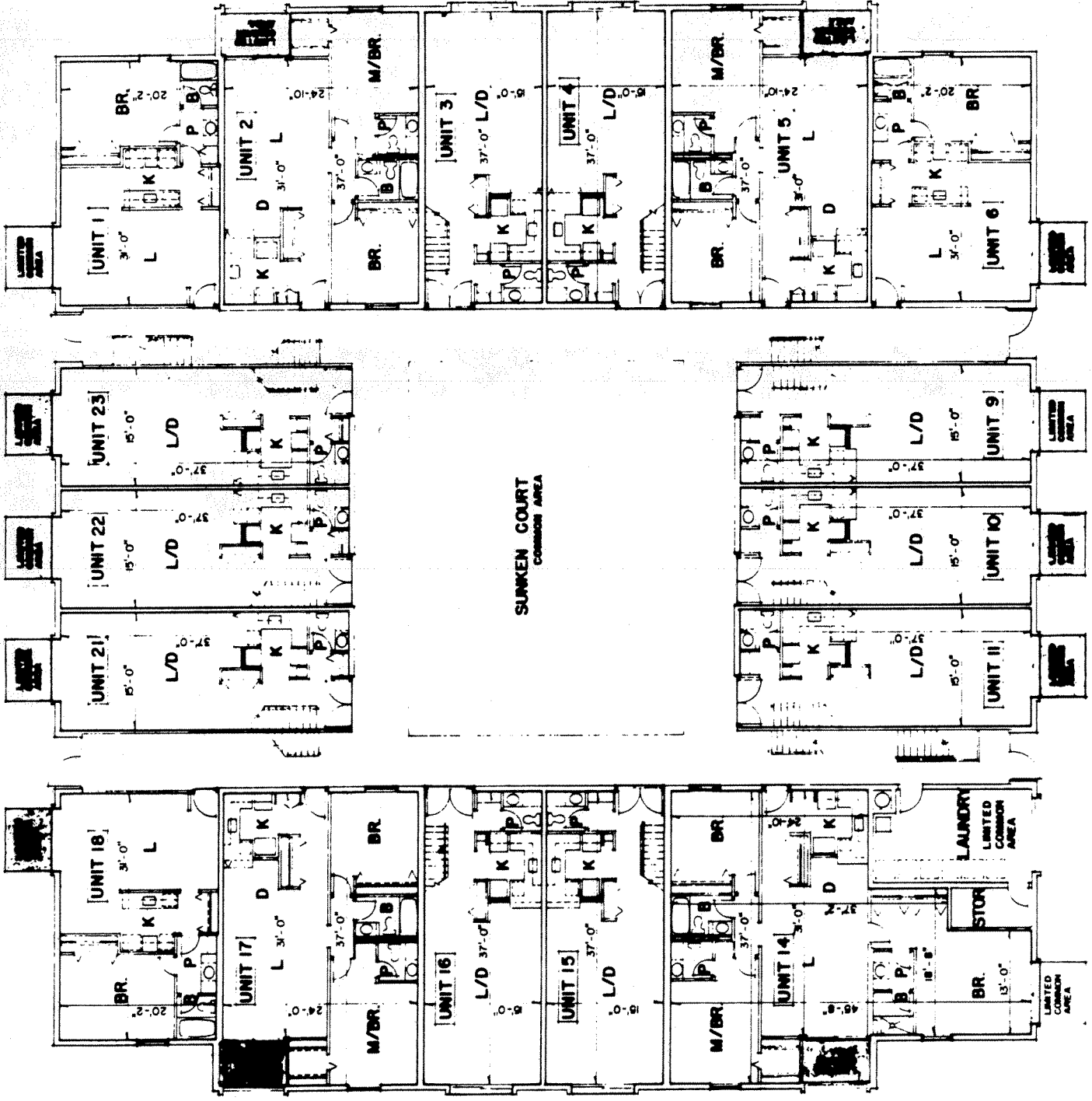
CERTIFICATION

I, JOHN HANSEN, ARCHITECT, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or building, at the time they were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 27th day of July, 1972.

[Signature]
 Notary Public - State of Wisconsin
 My Commission expires 2/28/1973



CERTIFICATION

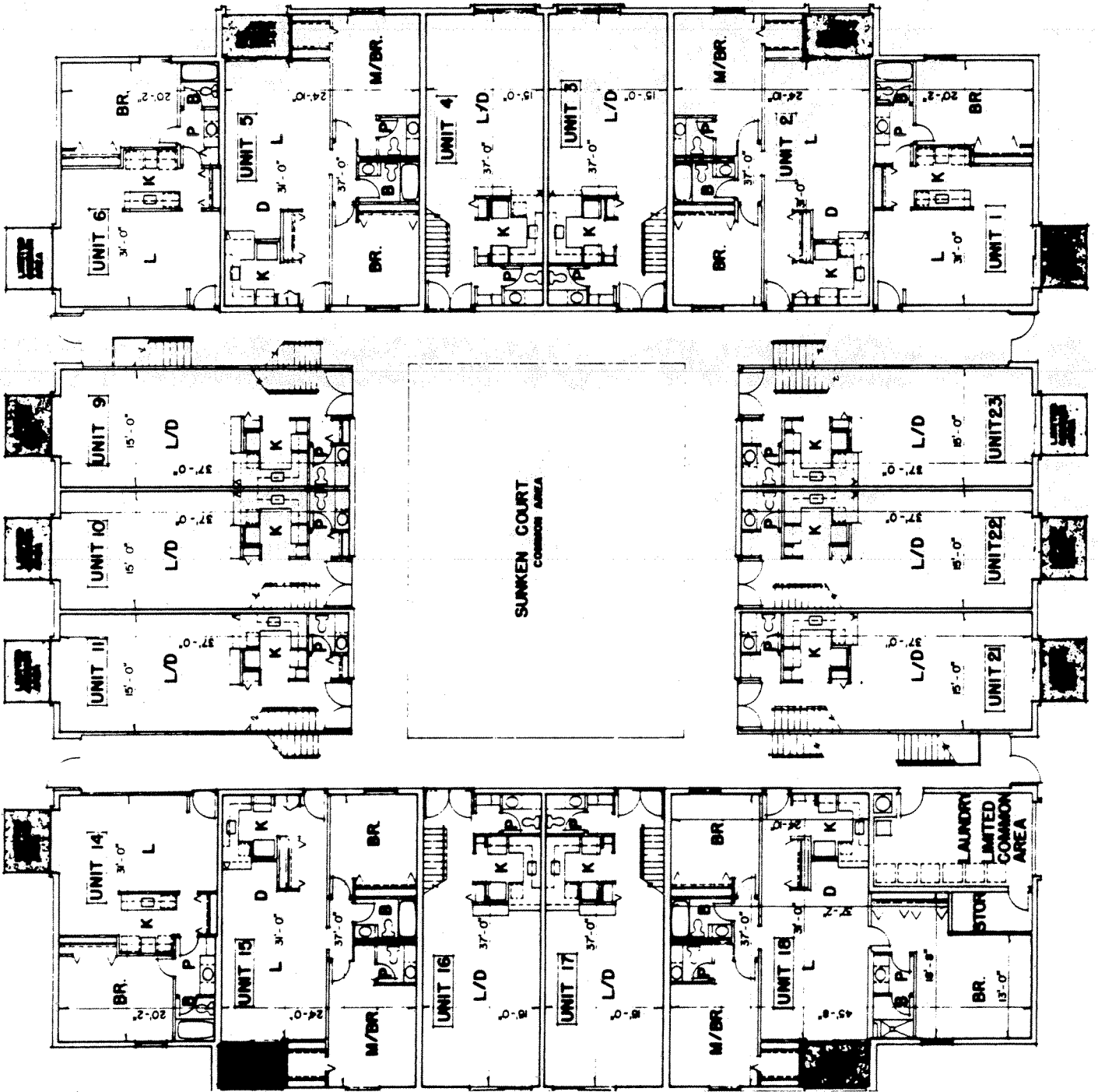
I, JOHN GANNON WENZEL, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plan for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.
John Gannon Wenzel, Architect
 My Commission 22 October 72

FIRST FLOOR PLAN

BUILDING 5



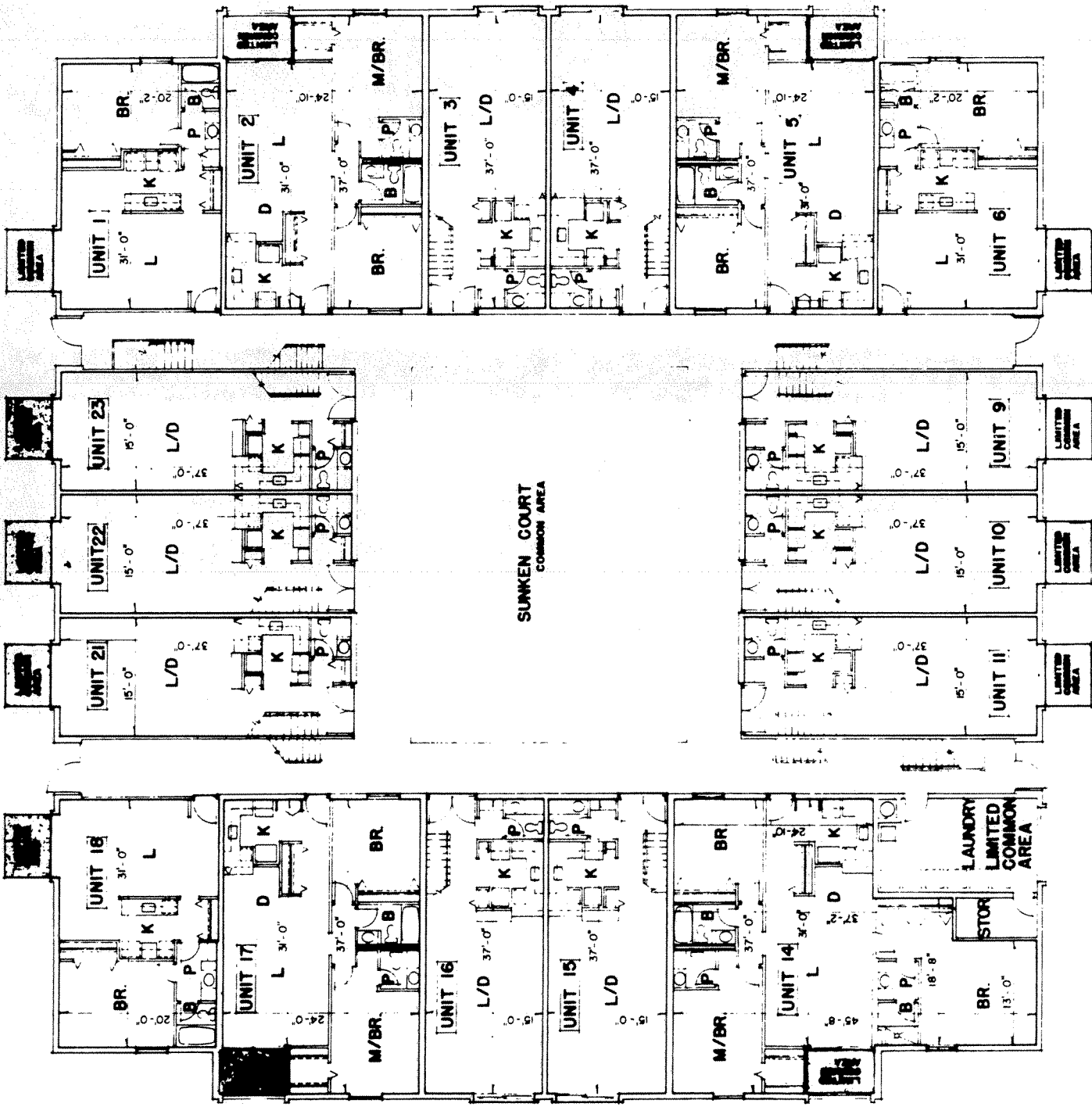
CERTIFICATION

I, JOHN GUNN ANDERSON, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1977.

Lawrence J. Johnson
 Notary Public, Wisconsin
 My Commission 22, 1976-1978



CERTIFICATION

I, JOHN HANSON MEYER, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the building inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.

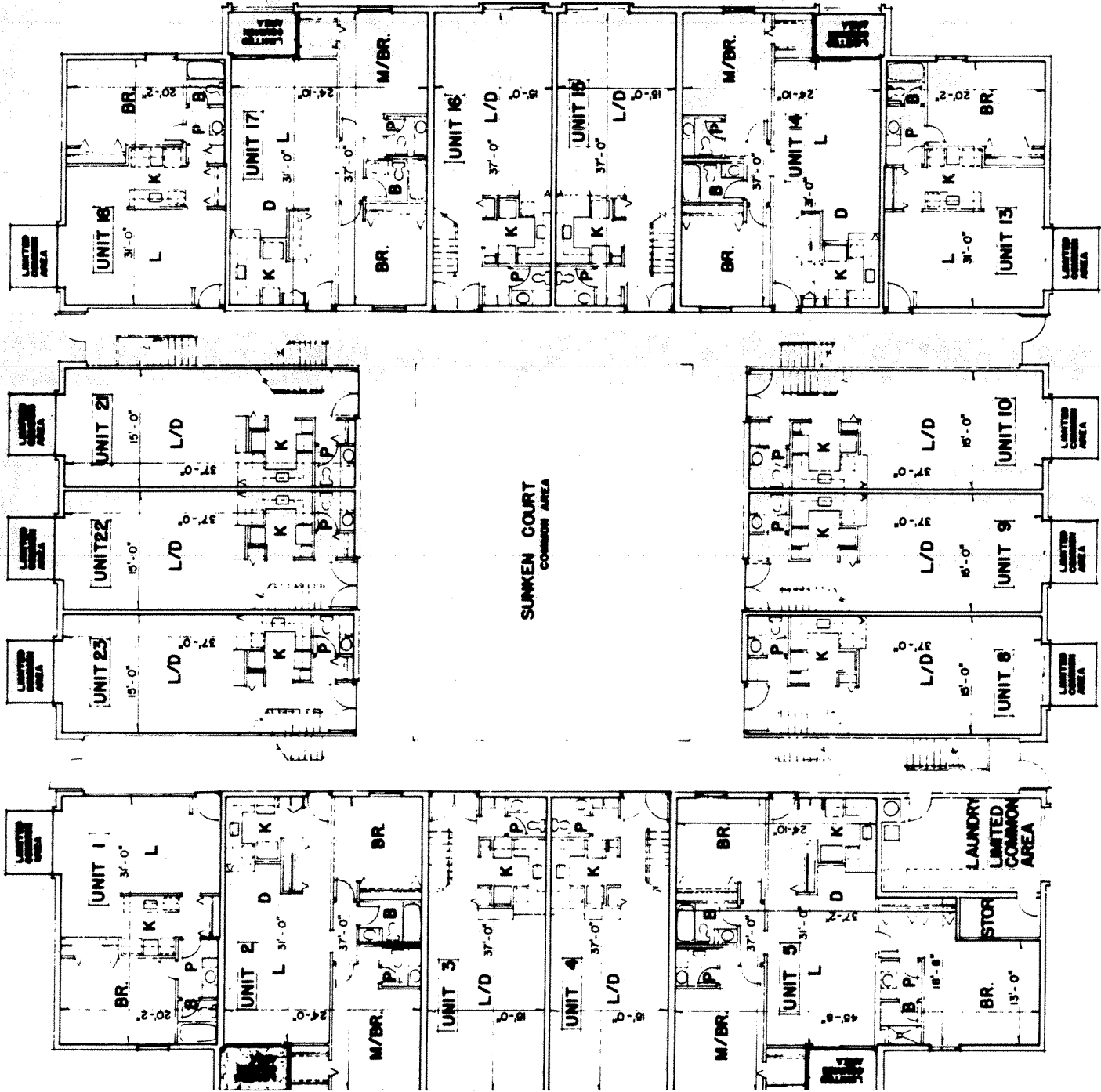


Subscribed and sworn to before me
 this 27th day of July, 1972.

[Signature]
 Notary Public - State of Wisconsin
 My Commission expires October 22, 1973

FIRST FLOOR PLAN

BUILDINGS 6, 8, 11, 12



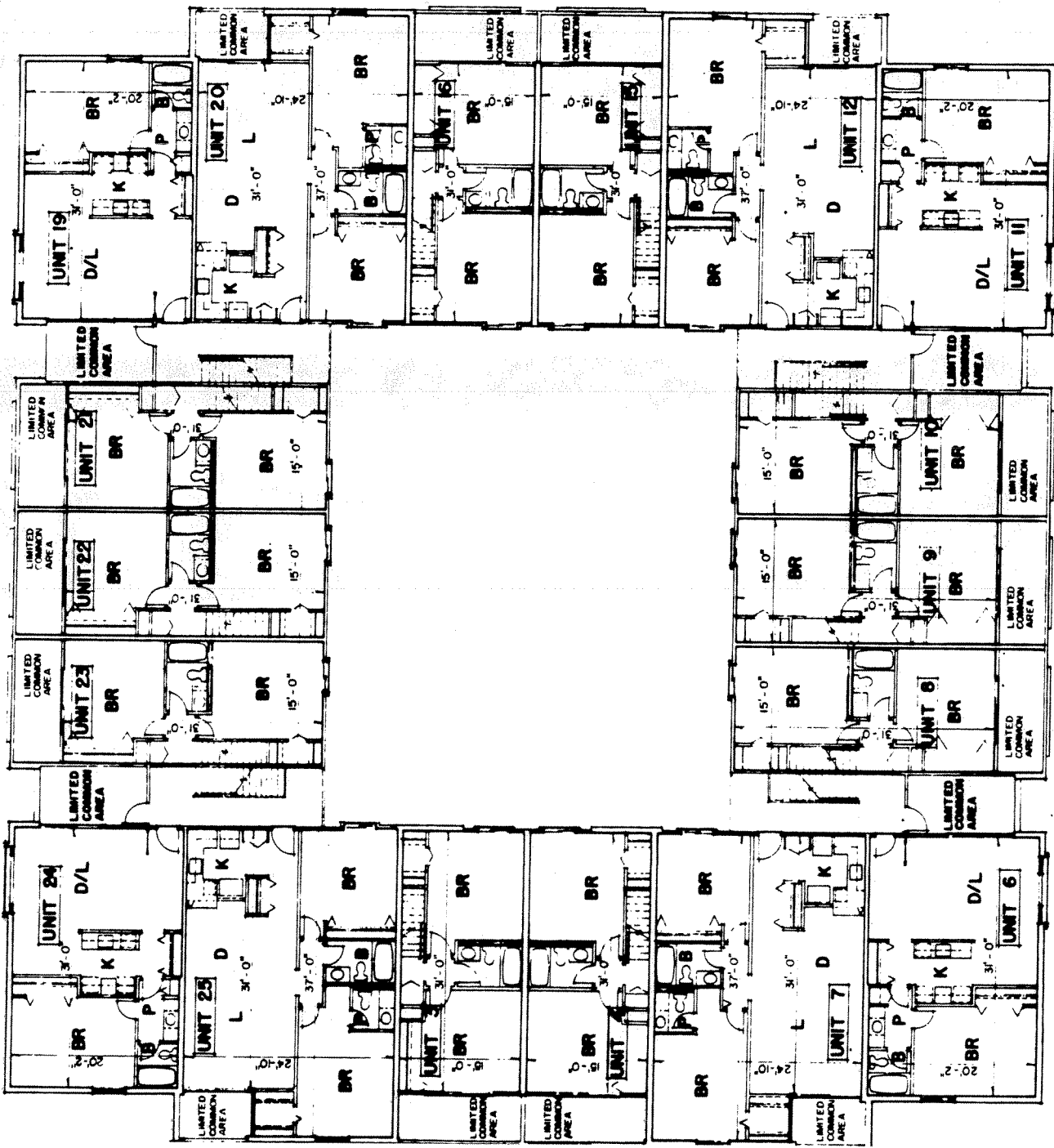
CERTIFICATION

I, JOHN SAMSON SPRAGUE, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

John Samson Sprague
 ARCHITECT - STATE OF WISCONSIN
 My Commission 22 October 72

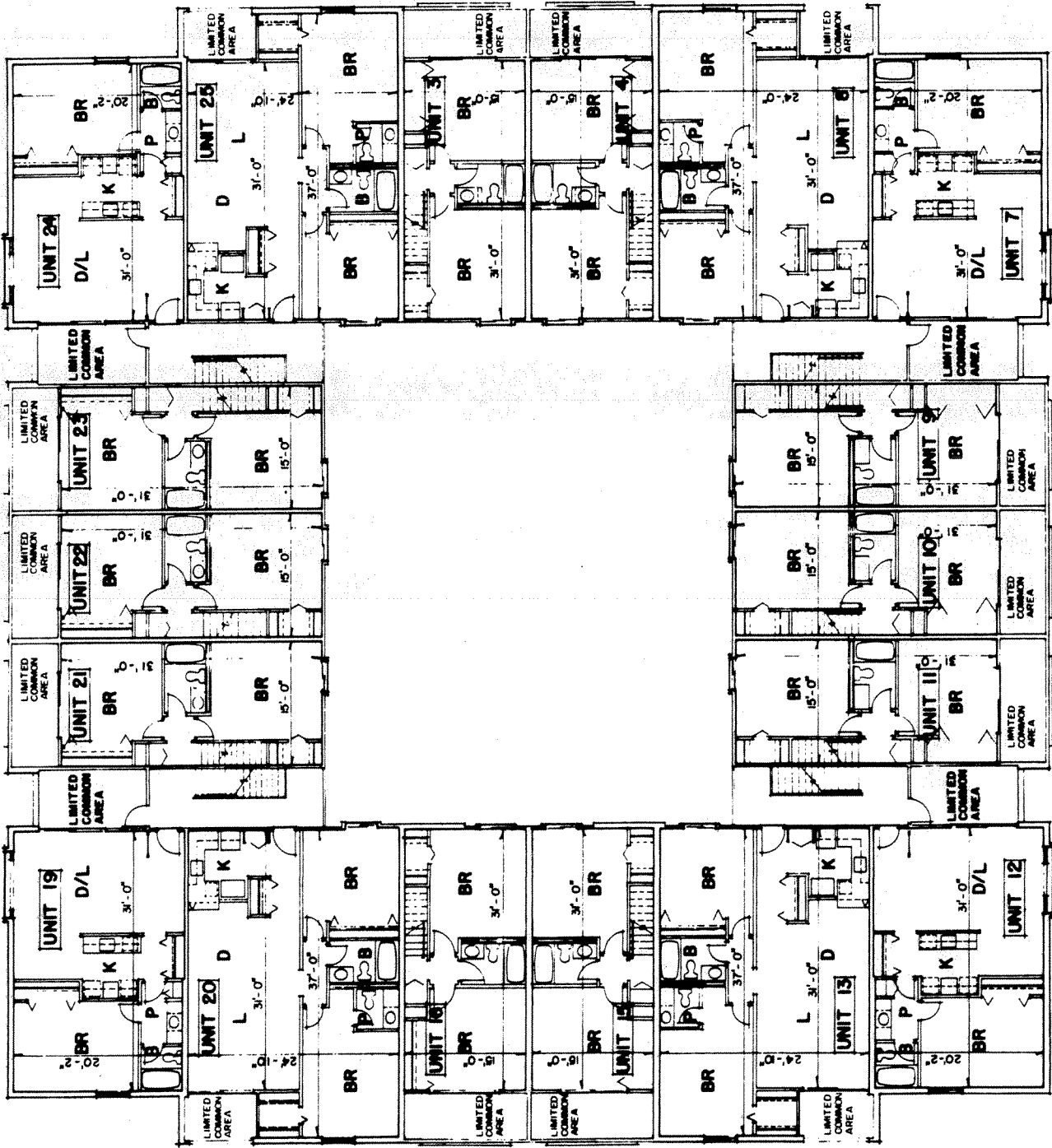


CERTIFICATION

I, John James Sprague, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me
 this 25th day of July, 1972.
Joseph J. [Signature]
 My Commission 21,844,433



CERTIFICATION

I, JOHN MANNING MERRILL, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.

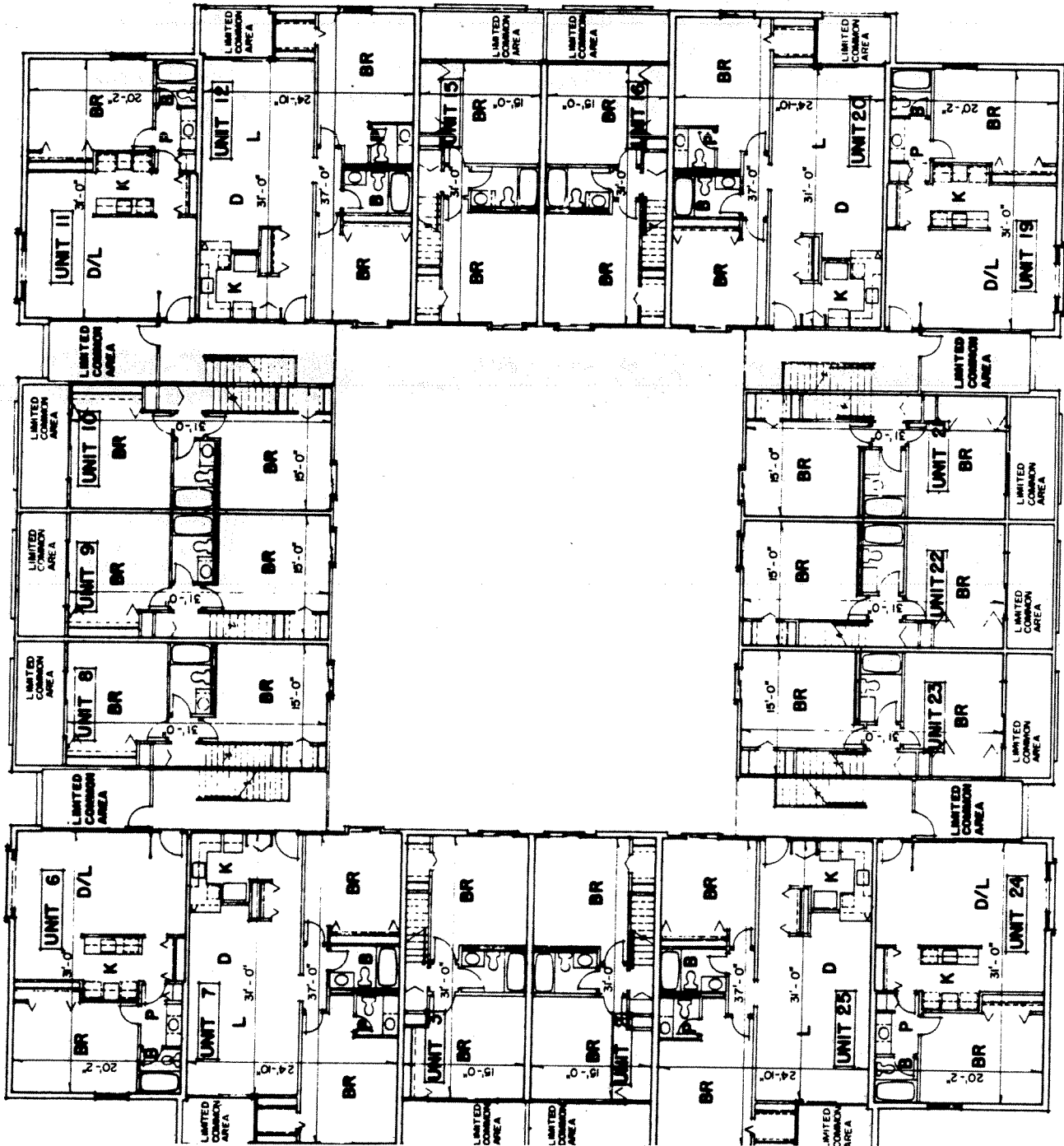


Subscribed and sworn to before me
 this 22nd day of July, 1971.

Joseph P. ...
 By Commission 22, ... '71

SECOND FLOOR PLAN

BUILDINGS 2 AND 5



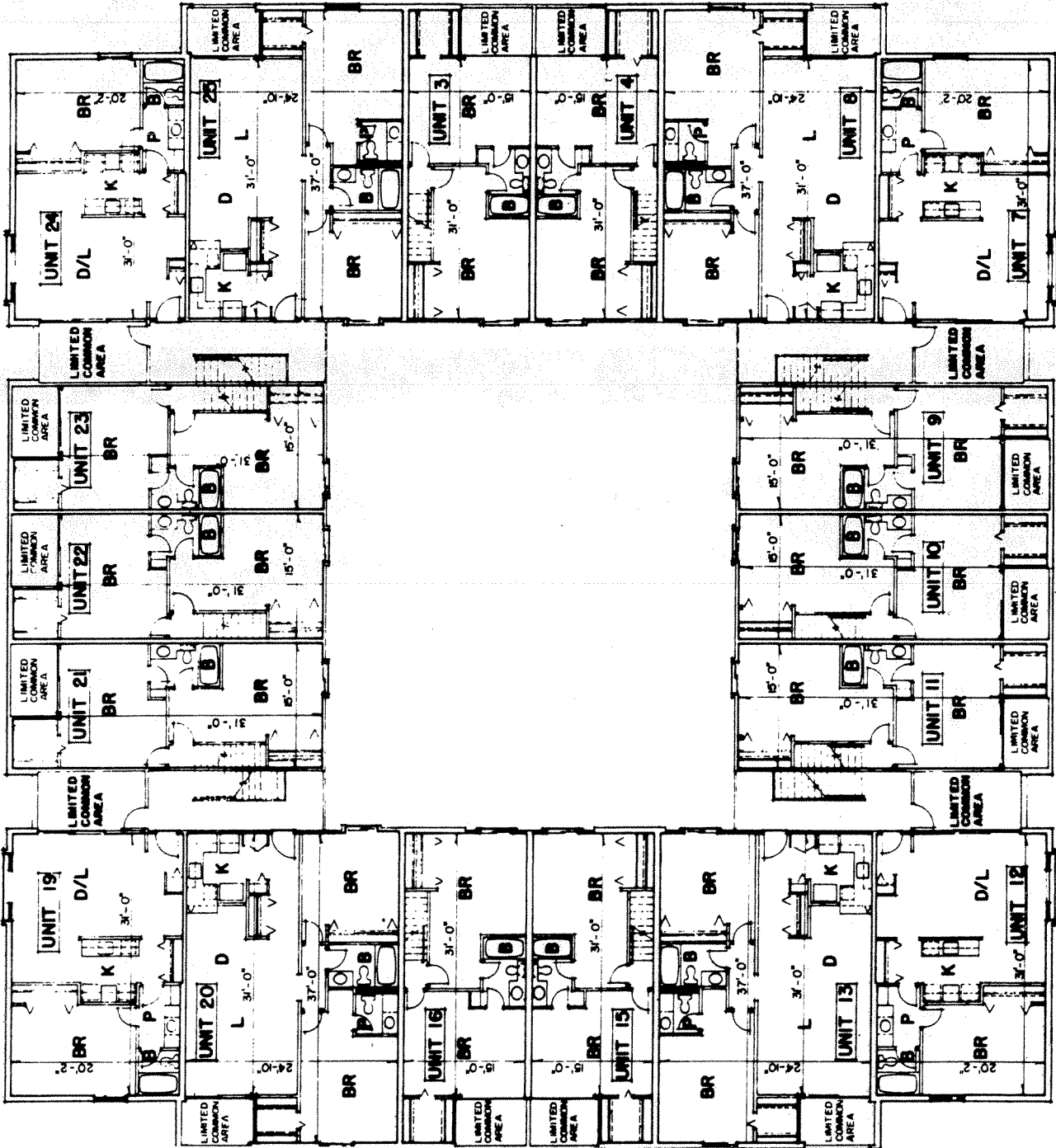
DECLARATION

I, **JOHN J. MURPHY**, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

John J. Murphy
 Notary Public - Wisconsin
 My Commission 22 October 72



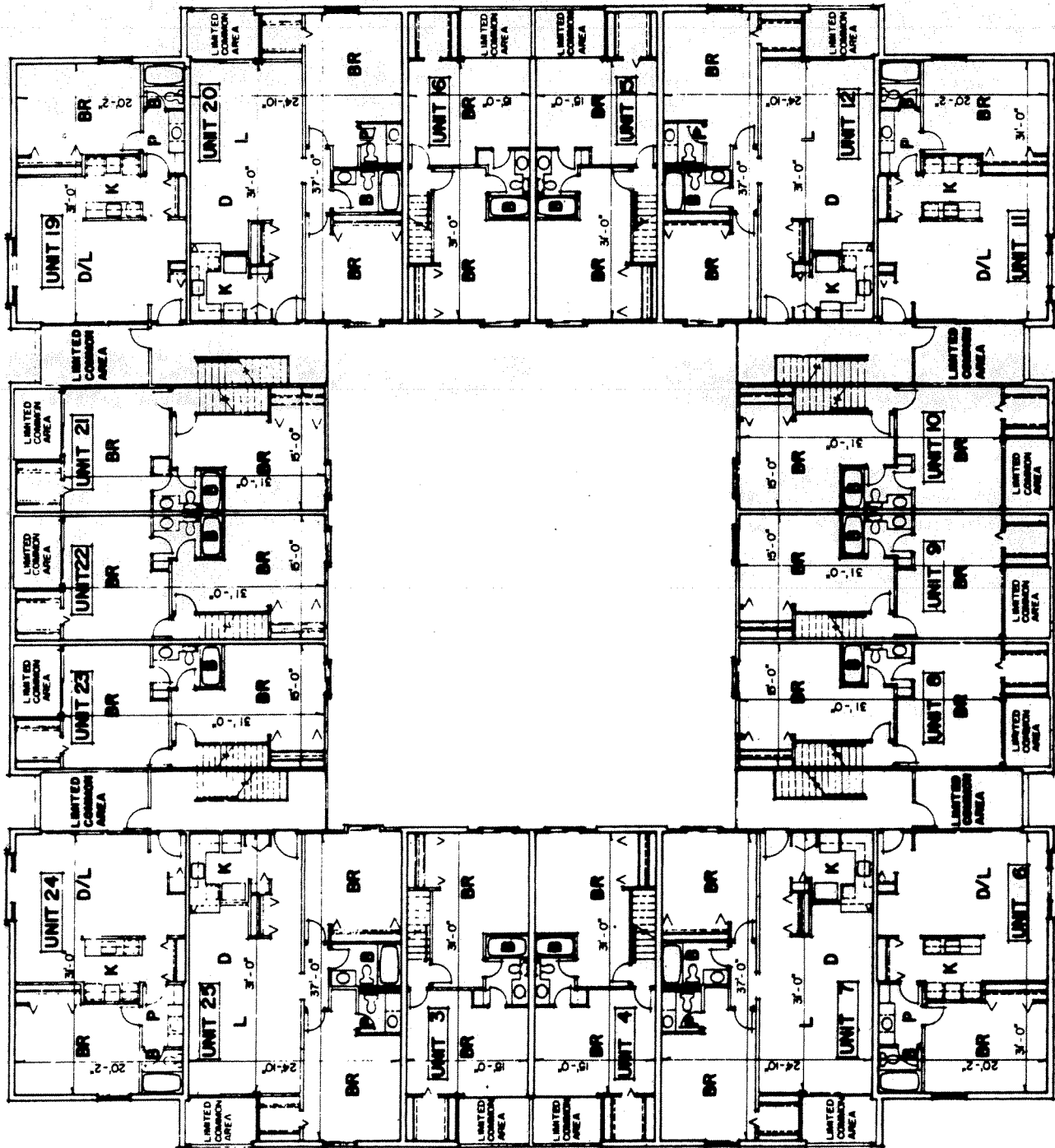
CERTIFICATION

I, *[Signature]*, civil engineer, as architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, at the time they were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Recorded and maps to books on
 1988 Oct. day of July, 1972

[Signature]
 By *[Signature]*



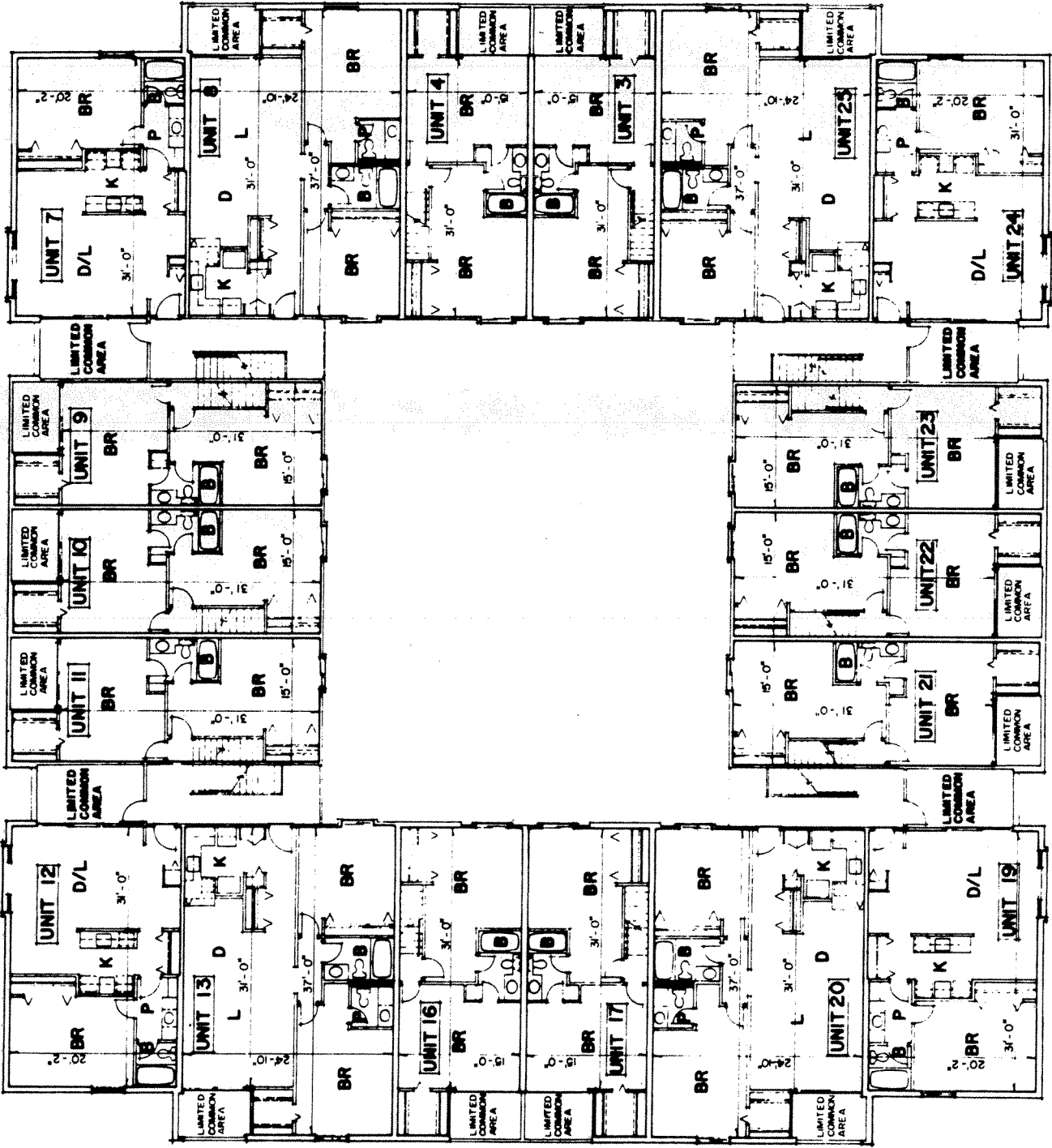
CERTIFICATION

I, JAMES EDWARD WILSON, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the same may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 25th day of July, 1972.

James E. Wilson
 By Commission *J. E. Wilson*



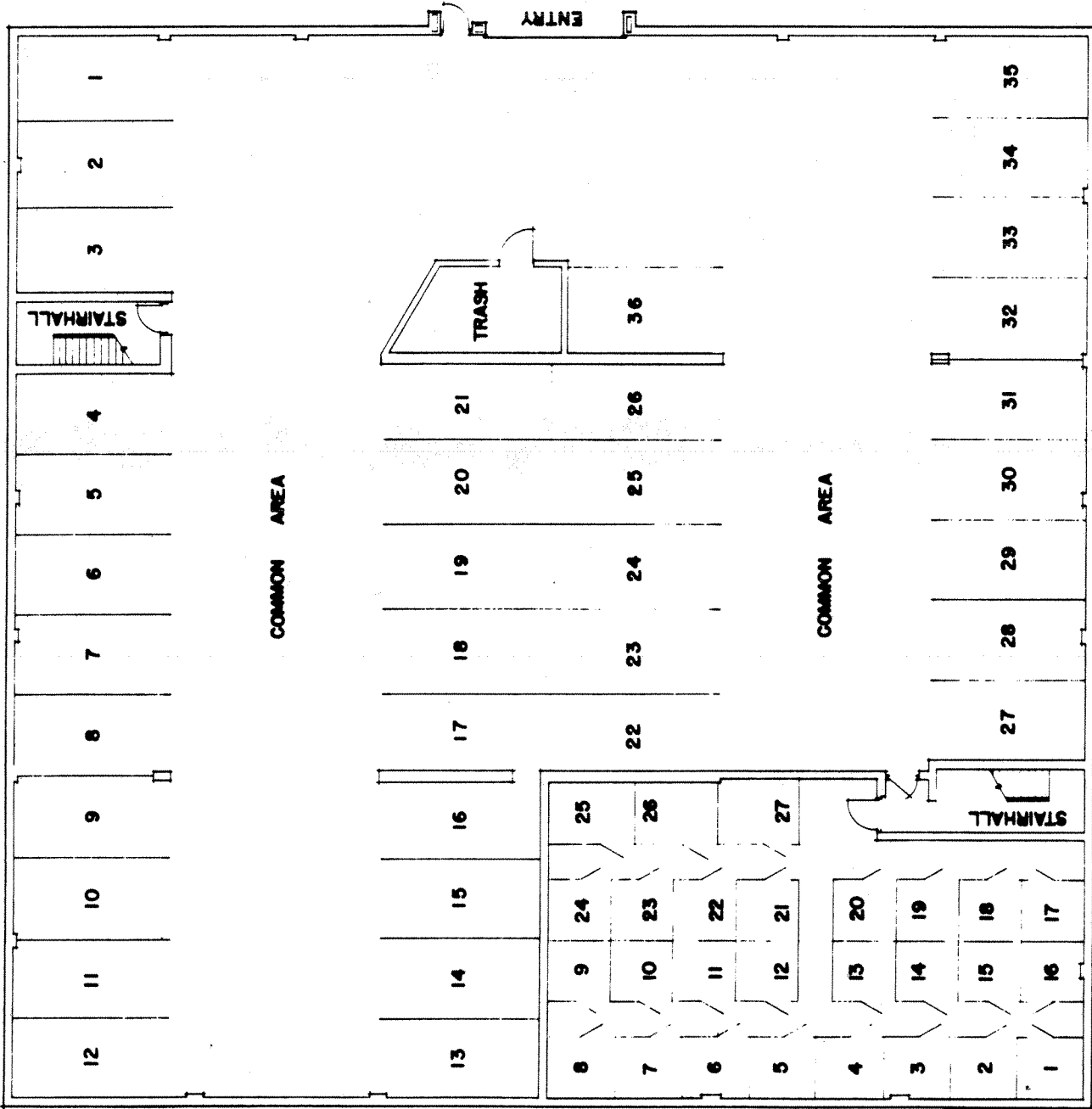
CERTIFICATE

I, JOHN HUBBARD WELLS, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

John Hubbard Wells
 Notary Public, State of Wisconsin
 My Commission 22 October 72



NOTE: INDIVIDUAL PARKING SPACES AT 9.5' BY 16' CONTAINING 171 SQUARE FEET ARE LIMITED COMMON AREAS TO BE ASSIGNED AT TIME OF PURCHASE.

NOTE: INDIVIDUAL STORAGE AREAS ARE LIMITED COMMON AREAS AND ARE TO BE ASSIGNED AT TIME OF PURCHASE.

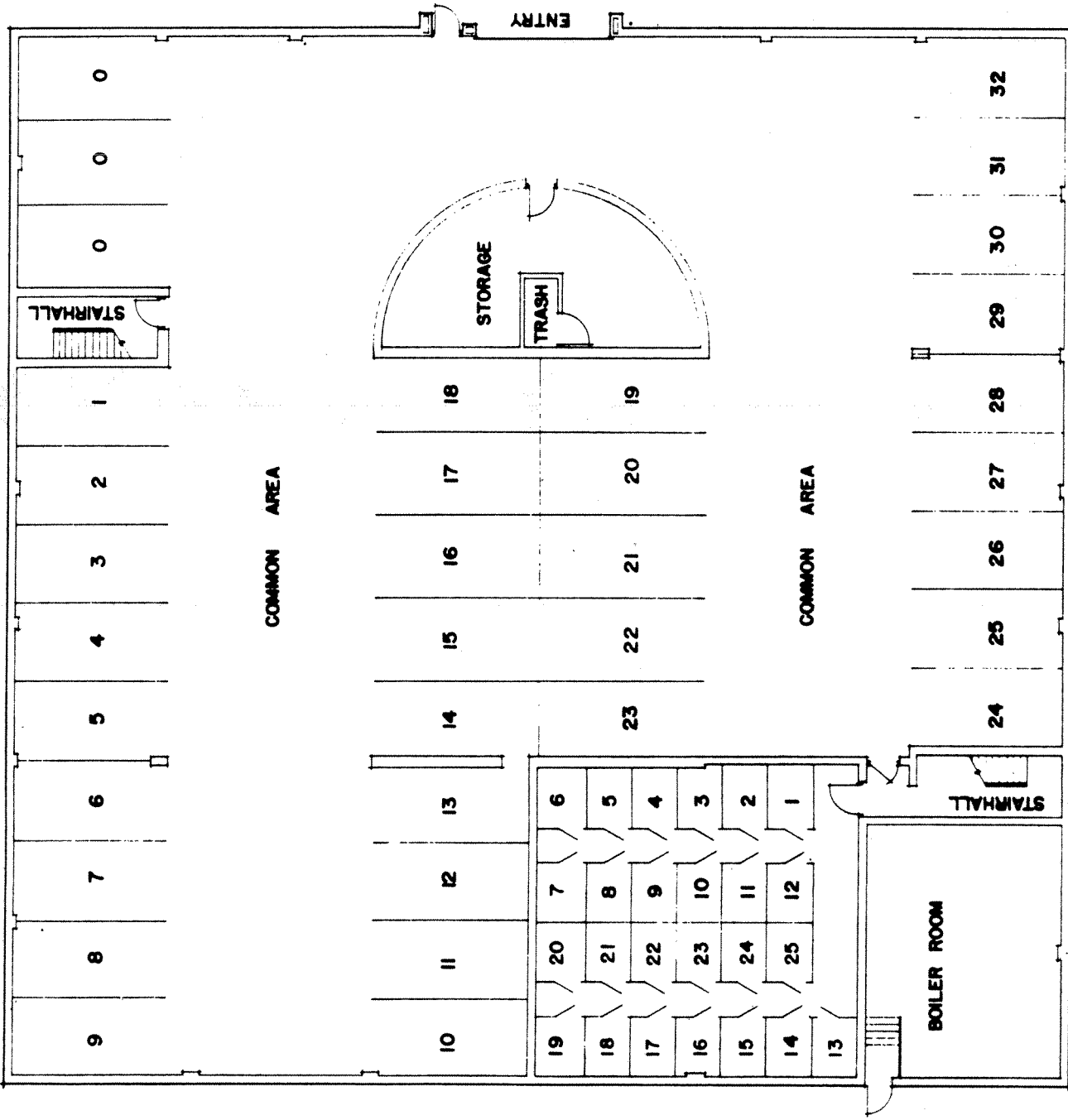
SEALING

I, JIM GUNDA MERRILL, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plan for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

[Signature]
 Notary Public, State of Wisconsin
 My Commission expires 12/31/75



NOTE: INDIVIDUAL PARKING SPACES AT 9.5' BY 18' CONTAINING 171 SQUARE FEET ARE LIMITED COMMON AREAS TO BE ASSIGNED AT TIME OF PURCHASE.

NOTE: INDIVIDUAL STORAGE AREAS ARE LIMITED COMMON AREAS AND ARE TO BE ASSIGNED AT TIME OF PURCHASE.

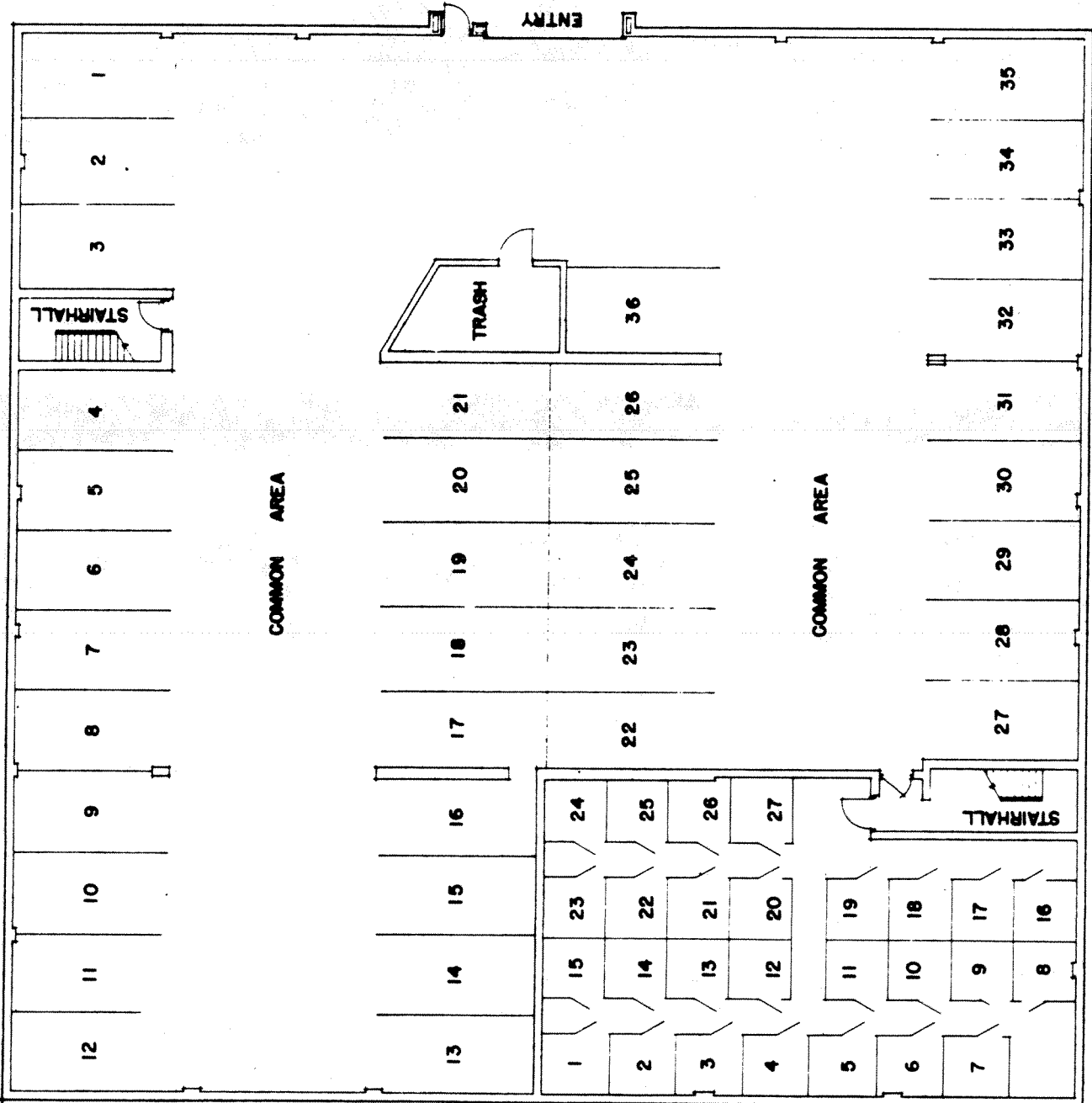
CERTIFICATION

I, JOHN MADSEN SURPES, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

John Madsen Surpes
 John Madsen Surpes, State of Wisconsin
 My Commission 22 October, '73

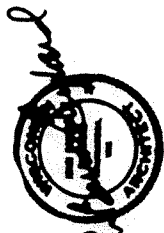


NOTE: INDIVIDUAL PARKING SPACES AT 9.0' BY 18' CONTAINING 171 SQUARE FEET ARE LIMITED COMMON AREAS TO BE ASSIGNED AT TIME OF PURCHASE.

NOTE: INDIVIDUAL STORAGE AREAS ARE LIMITED COMMON AREAS AND ARE TO BE ASSIGNED AT TIME OF PURCHASE.

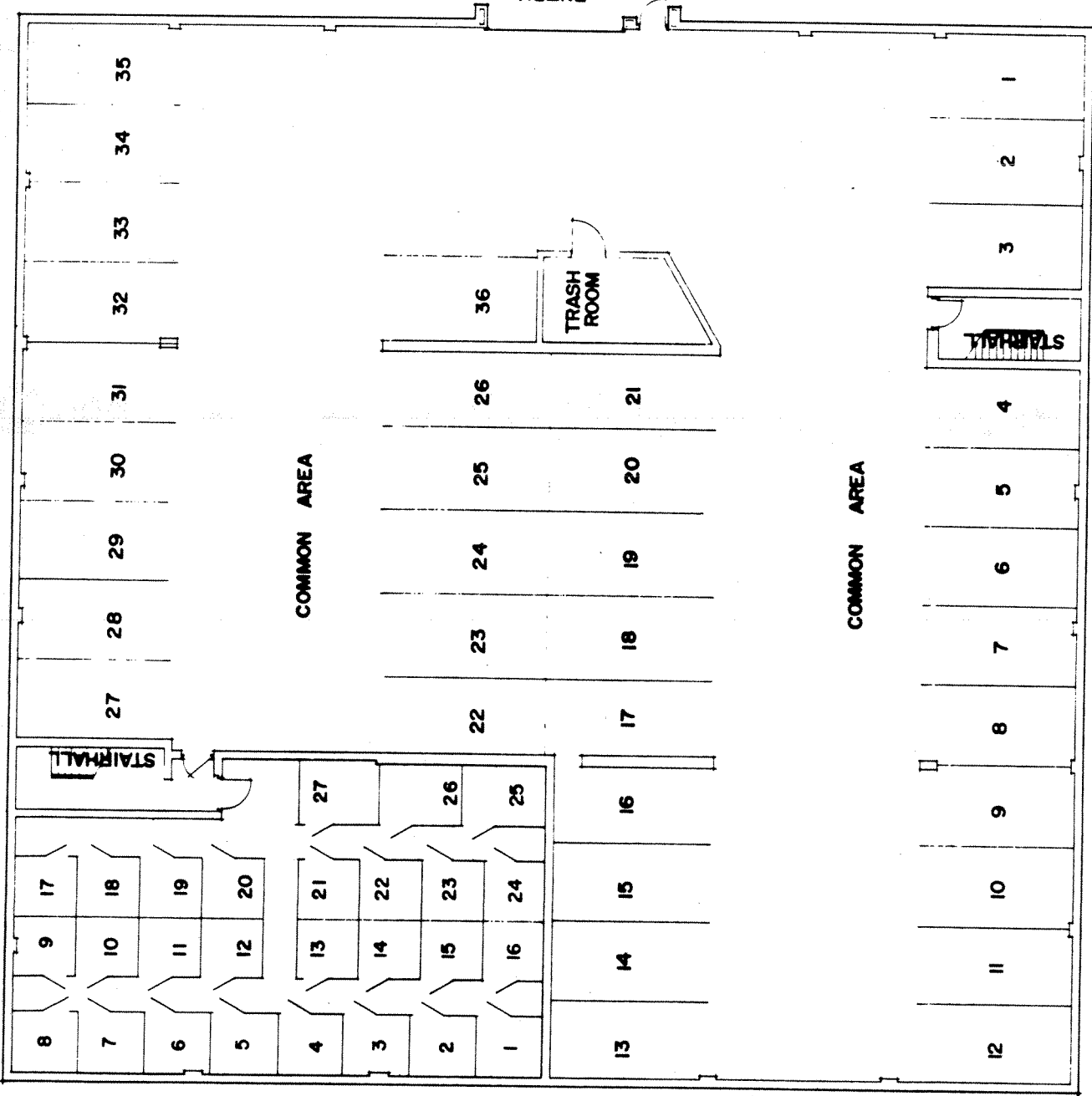
CERTIFICATION

I, JOHN HANSEN SHREVE, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing hereon are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 27th day of July, 1972.

WISCONSIN STATE ARCHITECT
 No. Commission 22164 dated 7/22



NOTE: INDIVIDUAL PARKING SPACES AT 9.5' BY 18' CONTAINING 171 SQUARE FEET ARE LIMITED COMMON AREAS TO BE ASSIGNED AT TIME OF PURCHASE.

NOTE: INDIVIDUAL STORAGE AREAS ARE LIMITED COMMON AREAS AND ARE TO BE ASSIGNED AT TIME OF PURCHASE.

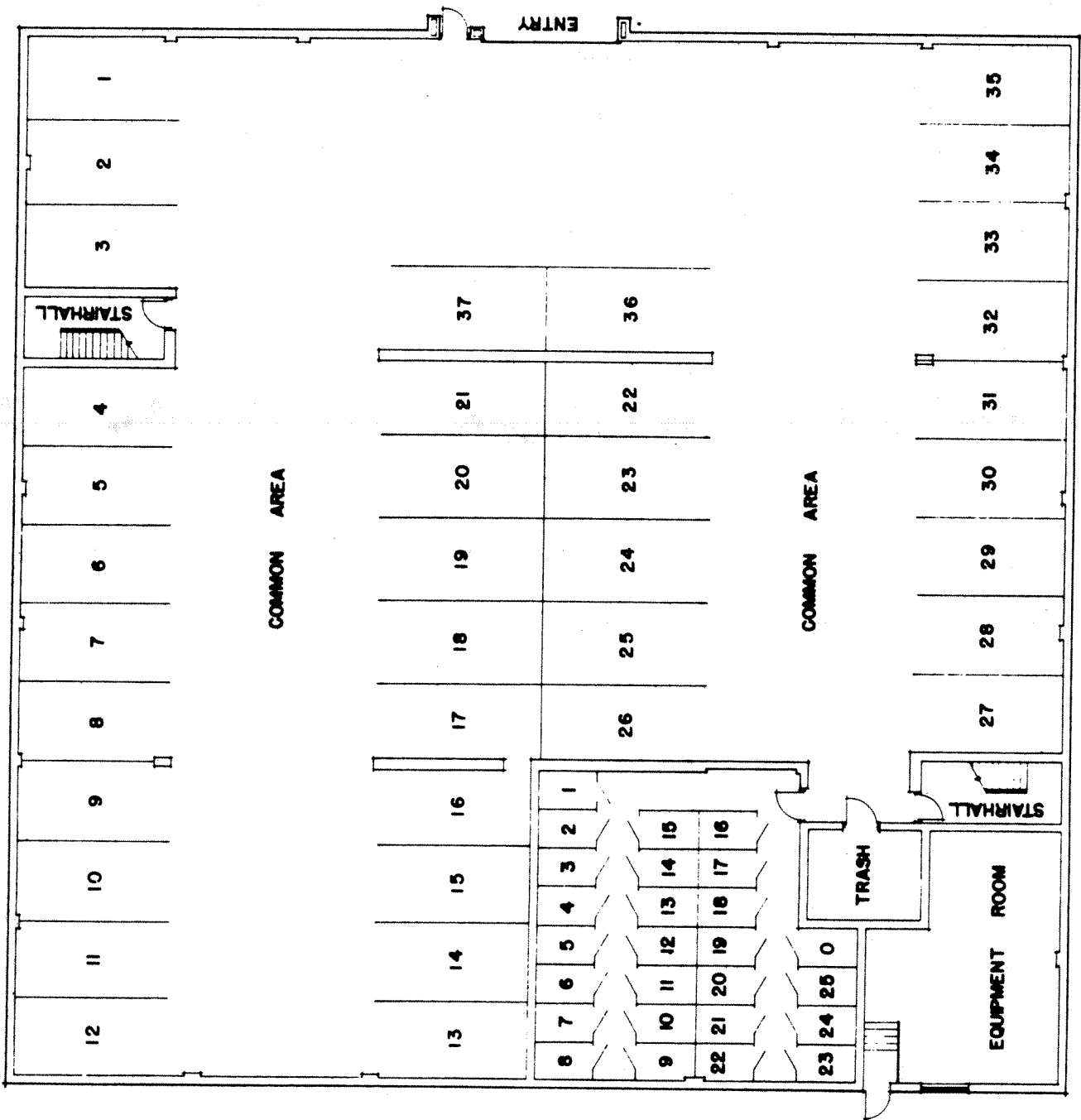
CERTIFICATION

I, JOHN BARBER SHAPIRO, an architect duly licensed by the State of Wisconsin, do hereby certify that the drawings appearing hereon are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

By Commission: *[Signature]*
 State of Wisconsin
 My Commission Expires: 22 October, 73



NOTE: INDIVIDUAL PARKING SPACES AT 9.5' BY 16' CONTAINING 154 SQUARE FEET ARE LIMITED COMMON AREAS TO BE ASSIGNED AT TIME OF PURCHASE.

NOTE: INDIVIDUAL STORAGE AREAS ARE LIMITED COMMON AREAS AND ARE TO BE ASSIGNED AT TIME OF PURCHASE.

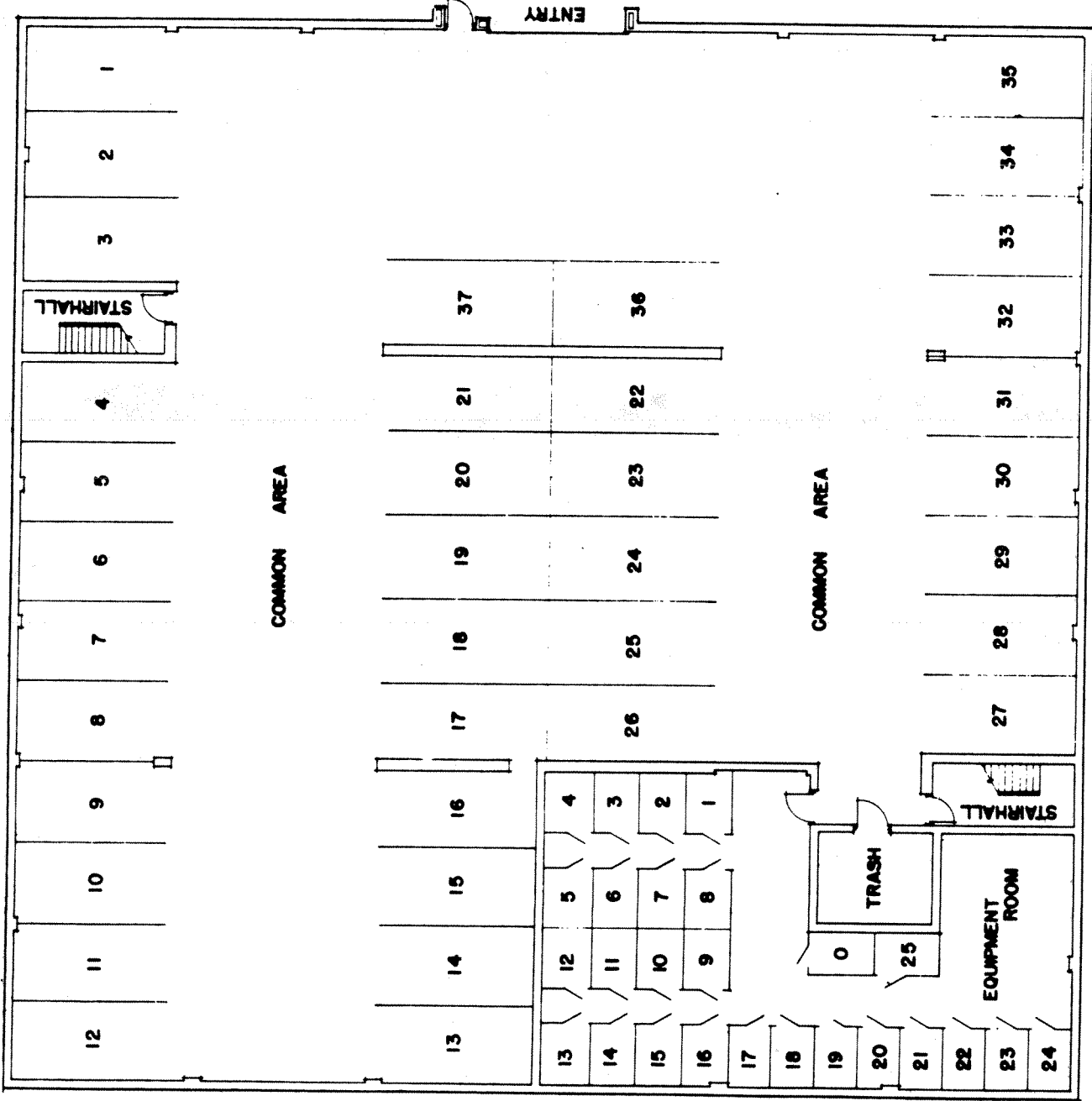
SERIALIZATION

I, JAMES HANSEN, notary public, do hereby certify that the drawings appearing herein are an accurate copy of portions of the plans for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office of the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me this 22nd day of July, 1972.

James Hansen
 JAMES HANSEN, Notary Public
 My Commission Expires 22 October 1973

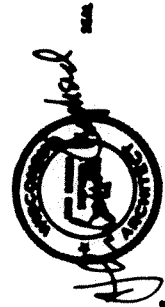


NOTE: INDIVIDUAL PARKING SPACES AT 9.5' BY 18' CONTAINING 171 SQUARE FEET ARE LIMITED COMMON AREAS TO BE ASSIGNED AT TIME OF PURCHASE.

NOTE: INDIVIDUAL STORAGE AREAS ARE LIMITED COMMON AREAS AND ARE TO BE ASSIGNED AT TIME OF PURCHASE.

CERTIFICATION

I, JOHN HANSEN, Surveyor, do hereby certify that the drawings appearing hereon are an accurate copy of portions of the plan for the building and/or buildings, as the case may be, which were filed with the Building Inspector's office in the City of Milwaukee, which has jurisdiction over the issuance of permits for the construction of said building and/or buildings.



Subscribed and sworn to before me on this 22nd day of July, 1972.

John Hansen
 By Commission 22 July 72

BASEMENT PARKING PLAN
 BUILDINGS 6, 7, 9, 10 AND 11.

United States of America

State of Wisconsin

Department of State

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that on August 23, 1972 Articles of Incorporation were filed in my office under the provisions of Chapter 181 of the Wisconsin Statutes, for the following corporation formed

WITHOUT STOCK AND NOT FOR PROFIT:

Name: MILL VALLEY HOMES ASSOCIATION, INC.

Principal Office: 536 North 27th Street
Milwaukee, Wisconsin 53208

Purposes for which organized: To serve as an association of unit owners who own real estate and improvements under the condominium form of use and ownership as provided in Chap. 703 of the Wis. Stats. entitled "Unit Ownership Act", . . .

I further certify that a certificate has been filed in my office to the effect that a duplicate of said Articles, bearing my certificate, was recorded in the office of the Register of Deeds of Milwaukee County, Wisconsin, on August 28, 1972.

THEREFORE, The State of Wisconsin does hereby grant unto the said corporation the powers and privileges conferred by the Wisconsin Statutes for the purposes stated and in accordance with said Articles.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, at the Capitol, in the City of Madison, on September 1, 1972.



Robert C. Zimmerman
ROBERT C. ZIMMERMAN
Secretary of State

ARTICLES OF INCORPORATION

OF

MILL VALLEY HOMES ASSOCIATION, INC.
(A Non-Stock, Non-Profit Corporation)

The undersigned, being a natural person over the age of twenty-one (21) years and acting as incorporator of a non-stock, non-profit organization under the provisions of the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes, does hereby adopt the following as the Articles of Incorporation of such corporation:

ARTICLE I

Name

The name of the corporation shall be MILL VALLEY HOMES ASSOCIATION, INC.

ARTICLE II

Period of Existence

The period of existence of the corporation shall be perpetual.

ARTICLE III

Purposes

Purposes for which this corporation is organized are as follows:

(a) To serve as an association of unit owners who own real estate and improvements under the condominium form of use and ownership (such real estate and improvements hereinafter sometimes referred to as "condominium property"), as provided in Chap. 703 of the Wis. Stats. entitled "Unit Ownership Act" and subject to the terms and conditions of the Condominium Declaration for Mill Valley Condominium Homes, as recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin (hereinafter referred to as "Declaration");

(b) To serve as a means through which the unit owners may collectively and efficiently administer, manage, operate and control the condominium property in accordance with the Unit Ownership Act and the Declaration; and

(c) To engage in any lawful activity within the purposes for which a non-stock, non-profit corporation may be organized under the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes, subject to the Unit Ownership Act and the Declaration.

ARTICLE IV

Powers

The corporation shall have all of the powers enumerated

in the Wisconsin Non-Stock Corporation Law, to the extent not inconsistent with the Unit Ownership Act, or the Declaration, or the By-Laws, including without limitation, the following:

(a) To exercise exclusive management and control of the common areas and facilities and limited common areas described and set forth in the Declaration;

(b) To maintain, repair, replace, reconstruct, operate and protect the common areas and facilities and limited common areas as set forth in the Declaration;

(c) To hire, engage or employ and discharge such persons or entities as it may deem necessary or advisable to assist in the management of its affairs or to properly effectuate the duties and responsibilities of the corporation as set forth in the Declaration;

(d) To determine, levy and collect assessments against the unit owners and use the proceeds thereof in the exercise of its powers and duties, including without limitation, the payment of operating expenses of the corporation and the common expenses relating to

the maintenance, repair, replacement, reconstruction, operation and protection of the common areas and facilities and limited common areas as described and set forth in the Declaration;

(e) To purchase insurance on the condominium property and insurance for the benefit of the corporation and its members as set forth in the Declaration;

(f) To make and amend reasonable regulations governing the use and operation of the condominium property in the manner provided by the Declaration;

(g) To enforce by legal means the provisions of the Unit Ownership Act, the Declaration, the By-Laws and any rules and regulations governing the use and operation of the condominium property;

(h) To establish and maintain one or more bank accounts for deposit and withdrawal of the funds of the corporation; and

(i) To do all things necessary or convenient to effectuate the purposes of the Declaration.

ARTICLE V

Members

There shall be one class of members designated as "Unit

Owner Members." The respective rights and qualifications of members are set forth in the By-Laws of the corporation.

ARTICLE VI

Principal Office and Registered Agent

The location of the principal office of the corporation shall be 536 North 27th Street, Milwaukee, Wisconsin, 53208, and the initial registered agent shall be Michael D. Rosen, 536 North 27th Street, Milwaukee, Wisconsin, 53208.

ARTICLE VII

Directors

The number of the directors of the corporation shall be fixed in the By-Laws and in no event shall be less than three (3). The manner in which directors shall be elected, appointed or removed shall be provided by the By-Laws.

The number of directors constituting the initial Board of Directors shall be three, and the names and addresses of the initial directors are:

Michael D. Rosen	536 North 27th Street Milwaukee, Wisconsin 53208
William Berland	536 North 27th Street Milwaukee, Wisconsin 53208
Robert B. Peregrine	633 West Wisconsin Avenue Milwaukee, Wisconsin 53203

ARTICLE VIII

Incorporator

The name and address of the incorporator of this corporation is:

Michael D. Rosen
536 North 27th Street
Milwaukee, Wisconsin 53208

ARTICLE IX

Amendments

Amendments of these Articles shall require the assent of 75 percent of the votes of the members.

ARTICLE X

Stock, Dividends, Dissolution

The corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the assets or surplus of the corporation shall be distributed to its members, directors or officers. The corporation may pay compensation in reasonable amounts to employees, members, directors or officers for services rendered, and may confer benefits upon its members in conformity with its purposes.

In the event of dissolution of the corporation, all of its assets, after payment of its liabilities, shall be distributed to such one or more non-profit corporations, societies or organization

BY-LAWS
OF
MILL VALLEY HOMES ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is MILL VALLEY HOMES ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 11936 West Mill Road, Milwaukee, Wisconsin, but meetings of members and directors may be held at other places within the State of Wisconsin.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to MILL VALLEY HOMES ASSOCIATION, INC., a corporation organized pursuant to Chapter 181 of the Wisconsin Statutes, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Unit Ownership.

Section 3. "Common Area" shall mean and refer to all real property maintained by the Association for the common use and enjoyment of the owners.

Section 4. "Limited Common Area" shall mean and refer to real property and appurtenances which are a part of the common area, and set aside for the exclusive use and enjoyment of specific owners. Limited common areas shall be maintained as hereinafter provided.

Section 5. "Unit" shall mean and refer to any unit shown upon the recorded plat of survey of the Properties.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any unit which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Developer" shall mean and refer to MILL VALLEY DEVELOPMENT COMPANY, a Limited Partnership, its successors and assigns.

Section 8. "Declaration" shall mean and refer to the Declaration of Unit Ownership applicable to the Properties recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin.

ARTICLE III

MEMBERS, VOTING AND MEETINGS

Section 1. Members. This corporation shall have one class of members, and the rights and qualifications of the members are as follows:

(a) "Unit Owner Members". Every unit owner upon acquiring title to a unit, under the terms of the Declaration, shall automatically become a member of the Association and shall remain a member thereof until such time as his ownership of such unit ceases for any reason, at which time his membership in the Association shall automatically cease.

(b) "One Membership Per Unit". If title to a unit is held by more than one person, the membership related to that unit shall be shared by such owners in the same proportionate interests and by the same type of tenancy in which the title to the unit is held. A unit owner shall be entitled to one membership for each unit owned.

(c) "Transfer of Membership". Each such membership shall be appurtenant to the unit upon which it

is based and shall be transferred automatically upon conveyance of that unit. Membership in the Association may not be transferred, except in connection with the transfer of a unit. Upon transfer of a unit, the Association shall, as soon as possible thereafter, be given written notice of such transfer, including the name of the new owner, identification of unit, date of transfer, and any other information about the transfer which the Association may deem pertinent.

Section 2. "Voting Rights". Each member shall be entitled to the number of votes as set forth in the Declaration.

Section 3. "Quorum and Proxies for Members' Meetings". A quorum for members' meetings shall consist of 20 percent of the votes entitled to be cast. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular members' meeting designated therein and must be filed with the Secretary before the appointed time of the meeting. The vote of the owners of a unit owned by more than one person or by some other entity shall be cast by a person named in a certificate signed by all of the owners of the unit and filed with the Secretary of the Association. If any

meeting of members cannot be organized because a quorum is not present, a majority of the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present without further notice. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4. "Time, Place, Notice and Calling of Members' Meetings". Written notice of all meetings stating the time and place and the purpose for which the meeting is called shall be given by the President or Secretary, unless waived in writing, to each member at his address as it appears on the books of the Association and shall be mailed, or personally delivered, not less than five (5) days nor more than twenty (20) days prior to the date of the meeting. Notice of meeting may be waived before or after meetings. Meetings shall be held at such time and place as may be designated by the Board of Directors. The annual meeting shall be held on the second Monday in January of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members. Special meetings of the members shall

be held whenever called by the President or any two members of the Board of Directors and must be called by such officers upon receipt of a written request signed by members with one-third or more of all votes entitled to be cast.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. "Number and Qualifications of Directors". The initial Board of Directors shall consist of three (3) persons and thereafter shall consist of not less than three (3) nor more than seven (7) as is determined from time to time by the members. Except for the initial Board of Directors, each member of the Board of Directors shall be a member of the Association or in the event that such member of the Association is not a person, the appointee of such member of the Association.

Section 2. "Powers and Duties of the Board of Directors". The affairs of the Association shall be governed by the Board of Directors. All powers and duties as shall be necessary for the administration of the affairs of the Association shall be exercised by the Board of Directors. Such powers and duties shall be exercised in accordance with the provisions of the Declaration and the Articles of Incorporation.

Section 3. "Nomination, Election and Term of Directors".

At the annual meeting of the Association, the members shall elect three (3) directors to serve until the next annual meeting and until their successors are duly elected and qualified, or until any of said directors shall have been removed in the manner provided hereinafter. Except as provided in the Declaration, nomination for 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 make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 4. "Vacancies on Board". Vacancies on the Board of Directors caused by any reason other than the removal of a director by a vote of the members shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum, and each person so elected shall be a director until a successor is elected at the next annual meeting of the members.

Section 5. "Removal of Directors". At any regular or special meeting duly called, any one or more of the directors may

be removed with, or without cause by a majority of the votes of the members entitled to be cast. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. "Regular Meetings and Notice". A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the members. Notice of the regular annual meeting of the Board of Directors shall not be required.

Section 7. "Special Meetings and Notice". Special meetings of the Board of Directors may be called by the President or by two (2) directors on three (3) days prior written notice to each director, given personally or by mail, which notice shall state the time, place and purpose of the meeting.

Section 8. "Waiver of Notice". Before, at or after any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the time

and place thereof. If all of the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 9. "Quorum of Directors - Adjournments". At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted.

Section 10. "Fidelity Bonds". The Board of Directors may require that some or all officers and/or employees of the Association shall furnish adequate fidelity bonds. The premium on any such bonds shall be paid for by the Association.

Section 11. "Liability of Directors and Officers". No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken

by him as a director or officer of the Association, if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by officers or employees of the Association which he had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.

Section 12. "Compensation". No director shall receive compensation for any service he may render as a director of the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 13. "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.