FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR SOUTHERN LAKES

THIS FIRST AMENDMENT TO DECLARATION ("Declaration") is made as of the 19th day of January, 1998 by Lyman Development Co., a Minnesota Corporation (the "Declarant")

RECITALS

WHEREAS, the Declaration for Southern Lakes, (the "Declaration") dated September 19, 1997 was filed in the office of the Dakota County Recorder/Registrar of Deeds on October 9, 1997 as Document No. 361509, and

WHEREAS, the Declaration provides for the addition of certain Additional Property as defined in the Declaration, and grants to Declarant the authority to add said property, and,

WHEREAS, Declarant desires to add and incorporate into the Homeowners Association the Additional Property legally described as follows (the "First Additional Property");

Lots 1 through 4, Block 1, Southern Lakes 2nd Addition.

Which First Additional Property includes four additional residential lots as described herein, and,

WHEREAS, the Declarant desires to subject those portions of the "First Additional Property" as legally described in Exhibit C, attached hereto, to the Conservation Easement set forth in Article VIII of the Declaration.

NOW, THEREFORE, the undersigned hereby enacts the following First Amendment to the Declaration, in accordance with the requirements of the Declaration, for the purpose of subjecting the First Additional Property described above to the Declaration and, hereby declaring that said First Additional Property shall be held, sold,

conveyed and occupied subject to the covenants, restrictions, easements, charges and liens provided for in the Declaration and this First Amendment, and to the Conservation Easement described in Section VIII of the Declaration as to those portions of the First Additional Property described in attached Exhibit C, all of which shall be binding upon all persons having or hereafter acquiring any right, title or interest therein, including their heirs, personal representatives, grantees, successors and assigns.

REALLOCATION OF VOTING RIGHTS & ASSESSMENT OBLIGATIONS

Voting rights and Assessment obligations shall be reallocated among all lots created by the Declaration and this and any prior or future Amendments thereto in accordance with the formulas set forth in Section 3.2 of the Declaration.

LEGAL DESCRIPTIONS

Exhibit A to the Declaration containing the legal description of the Property shall be amended and replaced by Exhibit A attached hereto. All references to Exhibit A in the Declaration, as amended, shall henceforth mean and refer to Exhibit A attached hereto.

Exhibit B to the Declaration containing the legal description of the remaining Additional Property shall be amended and replaced by Exhibit B attached hereto. All references to Exhibit B in the Declaration, as amended, shall henceforth mean and refer to Exhibit B attached hereto.

Exhibit C to the Declaration shall remain in full force and effect, and the legal description contained in Exhibit C hereto shall supplement and be in addition to Exhibit C to the Declaration. All references to Exhibit C in the Declaration; as amended, shall henceforth include the property legally described in Exhibit C attached hereto and to any prior or future Amendments.

APPLICABILITY AND BINDING EFFECT

Except as specifically modified by this First Amendment, the Declaration, as amended, shall remain in full force and effect, and all of the rights, benefits, restrictions, and obligations conferred by the Declaration, as amended, shall apply to the Additional Property added hereby and all lots created therein. Unless otherwise specifically set forth herein, all words and terms used in this Amendment shall have the same meaning set forth in the Declaration.

IN WITNESS WHEREOF, Declarant has executed this Instrument the day and year first set forth above.

LYMAN DEVELOPMENT CO
A Minnesota Corporation
By: Stephen T. Ryan
Its: Executive Vice President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 19th day of January, 1998 by

Connie Keller
Notary Public

This instrument Drafted by;

Lyman Development Co.
300 Morse Ave
Excelsior, MN 55331
(612) 470-3634

EXHIBIT A TO FIRST AMENDMENT TO DECLARATION

LEGAL DESCRIPTION OF PROPERTY

Lots 1 through 22, inclusive, Block 1 Southern Lakes;
Lots 1 through 5, inclusive, Block 2 Southern Lakes;
Lots 1 through 10, inclusive, Block 3 Southern Lakes;
Lots 1 through 15, inclusive, Block 4 Southern Lakes;
Lots 1 through 25, inclusive, Block 5 Southern Lakes;
Lots 1 through 4, Southern Lakes 2nd Addition

Southern Lakes, according to the recorded plat thereof on file and of record in the offices of the County Registrar of Titles, Dakota County, Minnesota.

EXHIBIT B TO FIRST AMENDMENT TO DECLARATION

LEGAL DESCRIPTION OF THE ADDITIONAL PROPERTY

Outlot C, Southern Lakes, according to the recorded plat thereof on file and of record in the offices of the County Registrar of Titles, Dakota County, Minnesota.

EXHIBIT C TO FIRST AMENDMENT TO DECLARATION

LEGAL DESCRIPTION OF THE CONSERVATION EASEMENT ENCUMBERING THE FIRST ADDITIONAL PROPERTY

A permanent easement for conservation purposes over, under and across the following described properties:

[2nd Addition, Block 1]

[10877 Alberton Court]
All that part of Lot 1, Block 1, lying northwesterly of a line described as follows:

> Beginning at a point on the southwesterly line of said Lot 1, distant 128 feet northwesterly of the southwest corner of said Lot 1; thence northeasterly to a point on the northeasterly line of said Lot 1, distant 110 feet northwesterly of the most easterly corner of said Lot 1 and said line there terminating, and;

[10883 Alberton Court]
All that part of Lot 2, Block 1, lying Northerly of a line that is 110 feet northerly of and parallel with the front lot line of said lot 2, and;

[10887 Alberton Court]
[Lot 3, Block 1 – No conservation easement]

[10886 Alberton Court]
All that part of Lot 4, Block 1, lying easterly of a line that is 110 feet easterly and parallel with the front lot line of said Lot 4;

Southern Lakes 2nd Addition, according to the recorded plat thereof on file and of record in the offices of the County Registrar of Titles, Dakota County, Minnesota.