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

THIS THIRD AMENDMENT TO DECLARATION ("Declaration") is made as of the 8th day of September, 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 was amended by that certain "First Amendment to Declaration" dated January 19, 1998 filed in the office of the Dakota County Recorder/Registrar of Deeds on February 6, 1998 as Document No. 367628, and

WHEREAS, the Declaration was amended by that certain "Second Amendment to Declaration" dated June 1, 1998 filed in the office of the Dakota County Recorder/Registrar of Deeds on July 21, 1998 as Document No. 377906, 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 "Third Additional Property");

Lots 1 through 13, Block 1, Southern Lakes 4th Addition.
Lots 1 through 35, Block 2, Southern Lakes 4th Addition.

Which Third Additional Property includes forty eight additional residential lots as described herein, and,

WHEREAS, the Declarant desires to subject those portions of the "Third 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 Third Amendment to the Declaration, in accordance with the requirements of the Declaration, for the purpose of subjecting the Third Additional Property described above to the Declaration and, hereby declaring that said Third 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 Third Amendment, and to the Conservation Easement described in Section VIII of the Declaration as to those portions of the Third 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 and Exhibit C to any prior amendment thereto 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.

APPLICABILITY AND BINDING EFFECT

Except as specifically modified by this Third 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 Third 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 and subsequent amendments to 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 8th day of September, 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 THIRD 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, inclusive, Block 1, Southern Lakes 2nd Addition;
Lots 1 through 11, inclusive, Block 1, Southern Lakes 3rd Addition;
Lots 1 through 15, inclusive, Block 2, Southern Lakes 3rd Addition;
Lots 1 through 9, inclusive, Block 3, Southern Lakes 3rd Addition;
Lots 1 through 13, inclusive, Block 1 Southern Lakes 4th Addition;
Lots 1 through 35, inclusive, Block 2 Southern Lakes 4th Addition;

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 THIRD AMENDMENT TO DECLARATION

LEGAL DESCRIPTION OF THE ADDITIONAL PROPERTY

Outlot B, Southern Lakes 4th Addition, 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 THIRD AMENDMENT TO DECLARATION

LEGAL DESCRIPTION OF THE CONSERVATION EASEMENT ENCUMBERING THE THIRD ADDITIONAL PROPERTY

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

[4th Addition, Block 1]

[10564 Alison Way]
All that part of Lot 1, Block 1, lying westerly of a line that is 170 feet westerly of and parallel with the front lot line of said lot 1, and also over the south 50 of said Lot 1 as measured at a right angle to and parallel with the south line of said Lot 1, and;

[10568 Alison Way]
All that part of Lot 2, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 2, and;

[10572 Alison Way]
All that part of Lot 3, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 3, and;

[10576 Alison Way]
All that part of Lot 4, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 4, and;

[10580 Alison Way]
All that part of Lot 5, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 5, and;

[10584 Alison Way]
All that part of Lot 6, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 6, and;

[10588 Alison Way]
All that part of Lot 7, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 7, and;

[10592 Alison Way]
All that part of Lot 8, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 8, and;

[10596 Alison Way]
All that part of Lot 9, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 9, and;

[10600 Alison Way]
All that part of Lot 10, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 10, and;

[10604 Alison Way]
All that part of Lot 11, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 11, and;

[10608 Alison Way]
All that part of Lot 12, Block 1, lying northwesterly of a line that is 110 feet northwesterly of and parallel with the front line of said lot 12, and;

[10612 Alison Way]
All that part of Lot 13, Block 1, lying northwesterly of a line that is 110 feet westerly of and parallel with the front line of said lot 13, and;

[4th Addition, Block 2]

[10910 Andover Court]
The south 50 feet of Lot 1, Block 2, and;

[10914 Andover Court]
The south 50 feet of Lot 2, Block 2, and;

[10920 Andover Court]
The south 50 feet of Lot 3, Block 2, and;

[10924 Andover Court]
The south 50 feet of Lot 4, Block 2, and;

[10930 Andover Court]
The south 50 feet of Lot 5, Block 2, and;

[10936 Andover Court]
The south 50 feet of Lot 6, Block 2, and;

[10940 Andover Court]
The south 50 feet of Lot 7, Block 2, and;

[10944 Andover Court]
All that of Lot 8, Block 2, lying southeasterly of a line that is 110 feet southeasterly of and parallel with the front lot line of said lot 8, and;

[10943 Andover Court]
All that part of Lot 9, Block 2, lying easterly and northeasterly of a line that is 110 feet easterly and northeasterly of and parallel with the front lot line of said lot 9, and;

[10941 Andover Court]
All that part of Lot 10, Block 2, lying northeasterly and north of a line that is 110 feet northeasterly and north of and parallel with the front lot line of said lot 10, and;

[10939 Andover Court]
[Lot 11, Block 2 - No conservation easement]

[10935 Andover Court]
[Lot 12, Block 2 - No conservation easement]

[10927 Andover Court]
[Lot 13, Block 2 - No conservation easement]

[10921 Andover Court]
[Lot 14, Block 2 - No conservation easement]

[10911 Andover Court]
[Lot 15, Block 2 - No conservation easement]

[10589 Alison Way]
[Lot 16, Block 2 - No conservation easement]

[10595 Alison Way]
[Lot 17, Block 2 - No conservation easement]

[10599 Alison Way]
All that part of Lot 18, Block 2, lying northeasterly of the following described line:

> Commencing at the most easterly corner of said Lot 18; thence on an assumed bearing of South 39 degrees 51 minutes 20 seconds West, along the southeasterly line of said Lot 18, a distance of 49.88 feet to the northeast corner of Lot 11 Block 2; thence South 71 degrees 29 minutes 38 seconds West, along the southeasterly line of said Lt 18, a distance of 15.47 feet to the point of beginning of said line; thence North 26 degrees 05 minutes 44 seconds West 133.82 feet to the northwesterly line of said Lot 18 and said line there terminating.

[10850 Andes Circle]
All that part of Lot 19, Block 2, lying southwesterly of a line that is 110 feet southwesterly of and parallel with the front lot line of said lot 19, and;

[10856 Andes Circle]
All that part of Lot 20, Block 2, lying southwesterly of a line that is 110 feet southwesterly of and parallel with the front lot line of said lot 20, and;

[10866 Andes Circle]
All that part of Lot 21, Block 2, lying southwesterly of a line that is 110 feet southwesterly of and parallel with the front lot line of said lot 21, and;

[10872 Andes Circle]
All that part of Lot 22, Block 2, lying southwesterly of a line that is 110 feet southwesterly of and parallel with the front lot line of said lot 22, and;

[10878 Andes Circle]
All that part of Lot 23, Block 2, lying southwesterly of a line that is 110 feet southwesterly of and parallel with the front lot line of said lot 23, and;

[10884 Andes Circle]
All that part of Lot 24, Block 2, lying southwesterly, westerly and northwesterly of the following described line:

> Commencing at the most southerly corner of said Lot 24; thence on an assumed bearing of North 42 degrees 06 minutes 19 seconds East, along the southeasterly line of said Lot 24, a distance of 106.87 feet to the point of beginning of said line; thence North 37 degrees 30 minutes 19 seconds West 68.72 feet; North 7 degrees 12 minutes 15 seconds East 40.90 feet; thence North 87 degrees 26 minutes 54 seconds East 47.76 feet; thence 57 degrees 54 minutes 22 seconds East 20.28 feet; thence North 36 degrees 21 minutes 20 seconds East 84.66 feet to the northeast corner of said Lot 24 and said line there terminating.

[10888 Andes Circle]
All that part of Lot 25, Block 2, lying southwesterly of a line that is 110 feet southerly and southwesterly of and parallel with the front lot line of said lot 25, and;

[10887 Andes Circle]
All that part of Lot 26, Block 2, lying southeasterly of a line that is 110 feet southeasterly of and parallel with the front lot line of said lot 26, and;

[10883 Andes Circle]
All that part of Lot 27, Block 2, lying southeasterly, easterly and northeasterly of a line that is 110 feet southeasterly, easterly and northeasterly of and parallel with the front lot line of said lot 27, and;

[10879 Andes Circle]
All that part of Lot 28, Block 2, lying northeasterly of a line that is 110 feet northeasterly of and parallel with the front lot line of said Lot 28, and;

[10875 Andes Circle]
All that part of Lot 29, Block 2, lying northeasterly of a line that is 110 feet northeasterly of and parallel with the front lot line of said Lot 29, and;

[10871 Andes Circle]
All that part of Lot 30, Block 2, lying northeasterly of a line that is 110 feet northeasterly of and parallel with the front lot line of said Lot 30, and;

[10867 Andes Circle]
All that part of Lot 31, Block 2, lying northeasterly of a line that is 110 feet northeasterly of and parallel with the front lot line of said Lot 31, and;

[10863 Andes Circle]
[Lot 32, Block 2 - No conservation easement]

[10857 Andes Circle]
All that part of Lot 33, Block 2, lying northeasterly of a line that is 110 feet northeasterly of and parallel with the front lot line of said Lot 33, and;

[10853 Andes Circle]
All that part of Lot 34, Block 2, lying northeasterly of a line that is 110 feet northeasterly of and parallel with the front lot line of said Lot 34, and;

[10849 Andes Circle]
All that part of Lot 35,Block 2, lying northeasterly of a line described as follows:

> Beginning at a point on the northerly line of said Lot 35, distant 110 feet easterly of the northwest corner of said Lot 35; thence southeasterly to a point on the southeasterly line of said Lot 35 distant 110 feet northeasterly of the southwest corner of said Lot 35 and said line there terminating.

Southern Lakes 4th Addition, according to the recorded plat thereof on file and of record in the offices of the County Registrar of Titles., Dakota County, Minnesota.