BYLAWS

OF

WILLOW SPRINGS
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
Name and Principal Office

Section 1. The name of this Association, which has been duly incorporated under the laws of the State of South Dakota as a nonprofit corporation, shall be WILLOW SPRINGS HOMEOWNER'S ASSOCIATION, INC. This association is referred to in these Bylaws as the "Association." The Association's initial principal office shall be located at 48022 Timber Ridge Place, Harrisburg, South Dakota 57032, until the Board of Directors resolves otherwise.

ARTICLE II
Definitions

The following words shall have the following meaning when used in these Bylaws:

Section 1. "Covenants" means the Declaration of Covenants and Restrictions to Run with the Land, or the like, which expressly provide that Owners of certain Lots governed thereby by shall be Members in WILLOW SPRINGS HOMEOWNER'S ASSOCIATION, INC. The initial Covenants have been filed for record with the Minnehaha County Register of Deeds office on [_____] [___], 2026, at Book [___] of Miscellaneous, beginning on page [____] thereof. The term "Covenants" includes amendments (including amendments adding Lots not contained within the initial Covenants) and restatements of any of the foregoing.

Section 2. "Willow Springs" means all real property described in and subject to any Covenants.

Section 3. "Lot" means any residential Lot located within Willow Springs, as Willow Springs may exist from time-to-time as defined by the Covenants.

Section 4. "Member" means all those Owners of Lots who are Members of the Association as provided in the Association's Articles of Incorporation and the Covenants.

ARTICLE III
Purpose

Section 1. The Association has been organized as a nonprofit corporation pursuant to the South Dakota Nonprofit Corporation Act, for the purposes set forth in its Articles of Incorporation and the Covenants, including maintaining Common Property as defined in the Covenants.

ARTICLE IV
Members

Section 1. Membership. Subject to Subsection (b) below, the Association shall have one class of membership.

(a) Every person or entity who is the owner of a fee or undivided fee interest in a fee in any Lot shall be a Member of the Association; provided, however, that any person or entity that holds such interest merely as security for the performance of an obligation shall not be a Member unless and until through foreclosure or otherwise such interest becomes a fee interest. Membership in the Association shall be appurtenant to and may not be separated from ownership of land in Willow Springs.

(b) The Developer shall have additional votes as a Member according to the Covenants, until such time as the Developer's additional voting rights no longer apply, according to the Covenants.

Section 2. Payments by Members. The rights of membership are subject to the payment of regular and special assessments which may be levied by the Association, except that the Developer is exempt from paying assessments where the Developer opts not to receive services from the Association, or the Developer may be levied reduced assessments where the Developer opts to receive reduced services. The obligation to pay the assessments becomes a lien against the Lot on which such assessments are made as provided in the Covenants.

Section 3. Suspension of Membership. The membership rights of a Member who is delinquent in paying either annual or special assessments may be suspended by action of the Board of Directors during the period the assessments remain unpaid. Upon payment of the delinquent assessments, membership rights and privileges shall be automatically restored as of the date of payment.

Section 4. Registration of Owner/Occupant; Multiple Owners. Each Member shall register with the Secretary of the Association in writing (i) the name and address of such Member, (ii) the nature and evidence satisfactory to the Board of Directors of such Member's interest in a Lot, (iii) the addresses at which such Member desires to receive notice, if entitled to such notice, of any duly called meeting of the Members, and (iv) the name of the Member, if there is more than one Member with respect to a Lot, who is be authorized to vote as a Member. If all the registered Members of a Lot do not agree as to the Member authorized to cast the vote when more than one vote is cast for their Lot, then the vote(s) associated with the Lot shall not be recognized. If a Member does not register as provided in this Section, the Association shall be under no duty to recognize the rights of such person hereunder, but such failure to register shall not relieve any Member of any obligation, covenant or restriction under the Covenants or these Bylaws. If there is more than one Member of a Lot, each Member must execute the registration as provided in this Section.

ARTICLE V
Voting Rights

Except as provided otherwise in the Covenants, each Member shall be entitled to one vote for each Lot in which they hold a fee interest. Notwithstanding the fact that a Lot may be owned in undivided interests or be subject to a contract for deed, no more than one vote may be cast with respect to any one Lot. The vote for such Lot shall be exercised as the Owners of such Lot determine among themselves by signing the document set forth in Article IV, Section 4 above, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VI
Meeting of Members

Section 1. Annual Meeting of Members. The regular annual meeting of the Members of the Association shall be held on the first Tuesday of April of each year, beginning in the year 2026. If the date for the annual meeting of the Members falls upon a holiday, the meeting shall be held on the first day following which is not a holiday.

Section 2. Notice of Annual Meeting. Written notice of the annual meeting of the membership shall be mailed to each Member entitled to vote, or hand delivered, or left in a conspicuous spot in the entryway of any residence constructed upon a Lot at least ten (10) days

before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with postage thereon prepaid.

Section 3. Special Meetings of Members. Special meetings of the Members of the Association may be called by the President or by the Board of Directors. Special meetings of the Members may also be called by the written request of Members who have the right to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 4. Notice of Special Meeting. Notice of a special meeting of the Members, which notice shall state the purpose or purposes for which the special meeting is called, shall be delivered not less than ten (10) days before the date of the meeting to each Member entitled to vote at such meeting. Notice of a special meeting shall be provided in the same manner as notice of the annual meeting as provided in Section 2 above.

Section 5. Proxy Vote. A Member entitled to vote may vote in person or may vote by a proxy duly executed in writing by the Member and filed with the Secretary prior to the meeting. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon the sale by a Member of his Lot.

Section 6. Entity Owners. Any non-individual Lot owner shall appoint an individual to represent such entity as a Member of the Association, and to exercise all such authority as a Member.

ARTICLE VII
Board of Directors

Section 1. Board of Directors. The affairs of the Association shall be managed by its Board of Directors. At all times, at least one director shall be a resident of this State. Directors not named in the Association's Articles of Incorporation must be Members of the Association.

Section 2. Number of Directors. The initial number of members of the Board of Directors shall be three (3). The number of directors, subject to the requirement there be at least three (3) members of the Board of Directors as set forth in the Articles of Incorporation and the South Dakota Non-Profit Corporation Act, may only be increased or decreased from time-to-time by an amendment to these Bylaws, as provided for in SDCL 47-23-14. The directors shall be elected by the members to serve for a two-year term.

Section 3. Mid-Term Vacancies. Any mid-term vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. A director elected to fill a vacancy shall hold office until a qualified successor is elected by the members at the next annual or special meeting of the members, or until his or her earlier death, resignation, removal or disqualification.

Section 4. Annual Meeting. The annual meeting of the Board of Directors shall be held for the purpose of electing directors and officers of the Association and for transacting such other business as may come properly before the meeting. The annual meeting shall be held at such time and place, either within or without the State of South Dakota, as may be designated from time to time by the Board of Directors.

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place, either within or without the State of South Dakota, as may be designated from time to time by the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be held at any time or place whenever called by the President or any two (2) directors. Anyone entitled to call a special meeting of the directors may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 7. Notice, Consent, and Waiver. Notice of any meeting of the Board of Directors stating the time, place and purpose thereof shall be given by the Secretary to each director at least five (5) days before the meeting. Notice may be communicated (i) by email as provided in SDCL 47-23-7, unless a particular director specifies in writing that notice in the form of email is not acceptable for that director, (ii) in person, or (iii) by United States mail. Any director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Any director who waives notice of a meeting and attends such meeting shall be counted for purposes of determining whether a quorum is present. Attendance at a meeting is deemed a waiver unless the director 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 the director does not participate in the consideration of the item at that meeting. If any director not present signs a written waiver of notice, or a consent to holding the meeting, or an approval of the minutes thereof, such action on

the part of the director shall constitute a consent to the action taken at such meeting, and all consents or approvals shall be filed with the Secretary of the Association and made a part of the minutes of the meeting.

Section 8. Quorum. A majority of the directors currently holding office present at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present and any business which might have been transacted at the adjourned meeting may be transacted at that meeting. 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 the number otherwise required for a quorum.

Section 9. Participation in Meetings by Means of Remote Communication. A director may participate in a board meeting by means of conference telephone or, by such other means of remote communication, through which that director, other directors so participating, and all directors physically present at the meeting may hear and participate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 10. Meetings Solely by Means of Remote Communication. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by Section 7 of this Article, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 11. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 12. Voting. Only directors present in person at the meeting may vote. There shall be no cumulative voting nor any voting by mail. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the directors presents at any meeting, if a quorum exists, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action

is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action. The Board of Directors is allowed by resolution to provide for "virtual" attendance at its meetings, including telephonic attendance, to constitute being present in person at such meeting for purposes of these Bylaws.

Section 13. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all the directors entitled to vote on the matter. The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action.

Section 14. Consent and Waiver of Notice. Before 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 proper 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 any director not present signs a written waiver of notice, or a consent to the holding of the meeting or an approval of the minutes thereof, such action on the part of the director shall constitute a consent to the action taken at such meeting, and all consents or approvals shall be filed with the Secretary of the Association and made a part of the minutes of the meeting.

Section 15. Board of Director's Powers. The Board of Directors shall have all of the powers vested in it under common law and pursuant to the South Dakota Non-Profit Corporation Act, to include, but not be limited to, the following:

(a) Management and operation of the Association;

(b) Making and collecting assessments from Members for the purpose of operating and managing the Association;

(c) maintaining Common Property, by any means the Association deems appropriate;

(d) Contracting with third parties as may be beneficial to operate the Association and perform its duties, including a property manager to provide services described in subpart (c) immediately above;

(e) Obtaining and maintaining any insurance deemed proper in its discretion;

(f) Enforcing by legal means the provisions of the Covenants, Articles of Incorporation, and the Bylaws of the Association;

(g) Adopting rules governing Lots and Membership in the Association, provided such rules are not inconsistent with the Articles of Incorporation, those Bylaws, the Covenants or South Dakota law; and

(h) Exercise all powers given to the Board of Directors under the Covenants.

Section 16. Compensation. No director shall receive any compensation from the Association for acting as such unless approved by Members representing a majority of the Members of the Association at a regular or special meeting of the Association. Any director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other directors.

Section 17. Indemnification. The Association shall have power to indemnify every officer, director, employee, agent or committee member of the Association in such manner and in such amounts as may be permitted pursuant to South Dakota law. To the extent permissible under South Dakota law, the officers, directors, employees, agents, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. To the extent permissible under South Dakota law, the officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may be subject to assessments as Members), and to the extent permissible under South Dakota law, the Association shall indemnify and forever hold each such officer and director harmless against any and all liability on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, directors, employee, agent or committee member or former officer, director, employee, agent, or committee member, may be entitled. The Association may maintain adequate insurance to fund this obligation if such insurance is reasonably available in the judgment of the Association's Board of Directors.

Section 18. Annual Budget. The Board of Directors shall, at the beginning of the Association's Fiscal Year following the Developer's turnover of the Association to its homeowner Members, prepare a budget covering the estimated cost to operate the Association during the coming year, including in performing its Common Property and other maintenance obligations under this Declaration. The Board shall cause a copy of the budget and notice of assessments to be levied against each Lot for the following year to be made available to each

Member. Unless a majority of the Members resolve otherwise from time to time the budget and the assessment shall become effective unless disapproved at a duly called and constituted meeting of the Association by a vote representing a majority of the Members. Notwithstanding the foregoing, however, in the event that the membership disapproves the proposed budget or the Board fails for any reason so to determine the budget for the succeeding year, the Board may propose a new budget at any time during the year by causing the proposed budget and assessment to be delivered to the Members at least thirty (30) days prior to the proposed effective date thereof. The budget shall allow for any reserves which the Board of Directors deems necessary. Such assessments shall be an equal amount for each Lot, except that the amount of assessments may vary dependent upon the number or level of services the Association provides each Lot, which may be determined at least in part by the size of the Lot.

ARTICLE VIII
Officers

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected annually by the Board of Directors. All officers shall be Members of the Association. Any two or more offices may be held by the same person, except the offices of President and Secretary and President and Vice President.

Section 2. Election. The officers of the Association shall be elected annually by the Board of Directors at the annual meeting of each new board and shall hold office until their successors are duly elected and qualified.

Section 3. President. The President shall be the chief executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association, subject to the control and supervision of the Board of Directors. The President shall preside at all meetings of the Association and of the Board of Directors if present. The President shall have all of the general powers and duties which are usually vested in the office of the President of a corporation.

Section 4. Vice President. The Vice President shall perform all the duties of the President in the President's absence.

Section 5. Secretary. The Secretary shall issue notice of all directors and Members meetings and shall attend and keep the minutes of the same, and shall have charge of all

Association books, and shall attest signatures when required and shall perform all such other duties as are incident to this office.

Section 6. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and books belonging to the Association. The Treasurer shall perform all such other duties as are incident to this office.

Section 7. Vacancy. Any vacancy in the office of President, Vice President, Secretary or Treasurer may be filled by the Board of Directors at any regular or special meeting which may elect a successor to the vacant office, and who shall hold office for the balance of the unexpired term.

ARTICLE IX
Committees

Section 1. Architectural Committee. The Board of Directors may from time-to-time designate an Architectural Committee to exercise the powers given such committee in the Covenants and these Bylaws. At any time, an Architectural Committee is not operating, the Board of Directors shall exercise all the powers given by the Architectural Committee by these Bylaws or the Covenants. Members of the Board of Directors and any officer of the Association may serve on any Architectural Committee. The Board of Directors shall also set the number of members of the Architectural Committee (which shall not be less than three), if separate from the Board of Directors, and other terms applicable to such separate committee, including the term of office of each committee members.

Section 2. Budget Committee. There may be appointed annually at the Board of Directors' annual meeting a Budget Committee which may prepare an annual budget to be submitted to the Members for their review and approval.

Section 3. Other Committees. The President with the prior approval of the Board of Directors may appoint such other committees as they in their discretion determine to be necessary from time to time. Such additional committees may include an architectural committee which will assume such obligations respecting reviewing and approving or rejecting improvement construction plans and enforcing design and appearance requirements for improvements under the Covenants.

ARTICLE X
Books and Papers

Section 1. The books, records and papers of the Association shall at all times, during reasonable hours, be subject to the inspection of any Member.

ARTICLE XI
Dissolution and Liquidation

Section 1. Dissolution. This Association may be dissolved and liquidated, all as provided for under Chapter 47-26 of the South Dakota Codified Laws, and consistent with the Articles of Incorporation.

Section 2. Distribution of Assets. Upon dissolution, the assets of the Association or the proceeds resulting from a sale, conveyance or disposition thereof shall be applied and distributed as set forth in the Articles of Incorporation, and as set forth in the South Dakota Non-Profit Corporation Act, to the extent consistent with the Articles of Incorporation.

ARTICLE XII
Amendments

Section 1. These Bylaws may be amended at a regular or special meeting of the Board of Directors by a vote of at least a two-thirds (2/3) of votes entitled to be cast thereon at a duly noticed meeting of the directors.

ARTICLE XIII
Seal

Section 1. The Association shall have no seal.

ARTICLE XIV
Interpretation

Section 1. Conflict. These Bylaws shall be construed consistently with the terms of the Articles of Incorporation of the Association and the Covenants. In the case of conflict between any provisions of the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control to that extent. In the case of any conflict between the Covenants and these Bylaws, the Covenants shall control.

ARTICLE XV
Fiscal Year

Section 1. The Association's fiscal year shall begin January 1st of each year and end December 31st of each year.

CERTIFICATION OF BYLAWS

The undersigned, being all the Directors and the Secretary of WILLOW SPRINGS HOMEOWNER'S ASSOCIATION, INC., a South Dakota Not for Profit Association, do hereby certify that the foregoing Bylaws of the Association were adopted by the Board of Directors by Written Consent in Lieu of the First Meeting of the Board of Directors of WILLOW SPRINGS HOMEOWNER'S ASSOCIATION, INC., dated September 2026.

Dated this ___ day of September 2026.

_____
Douglas R. Allen, Director

_____
Catherine Allen, Director

_____
Dalton Allen, Director

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the Association.

_____
Catherine Allen, Secretary