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**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM**

**WOODS AT ELK RIVER STATION
DECLARATION**

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A CONDOMINIUM
WOODS AT ELK RIVER STATION
DECLARATION**

Pursuant to the provisions and authority of Minnesota Statutes Chapter 515B, Centex Homes, a Nevada general partnership ("Declarant") makes and executes this Declaration to submit certain real property which Declarant owns in fee simple and which is legally described in Section 1.27 below (the "Subject Property"), together with the buildings and improvements constructed thereon, to all provisions of the Minnesota Common Interest Ownership Act.

1. **Definitions.** All terms and phrases used in this Declaration or in the other Project Documents have the meanings set forth in the Act unless otherwise defined in the Project Documents.

1.1 "Act" means the Minnesota Common Interest Ownership Act, Minnesota Statutes Chapter 515B and any successor statutes.

1.2 "Additional Real Estate" means the real estate that Declarant may add to the Common Interest Community pursuant to Section 9. The Additional Real Estate is legally described on Exhibit A.

1.3 "Affiliate of Declarant" means any Person who controls, is controlled by, or is under common control with a Declarant. A Person "controls" a Declarant if the Person (i) is a general partner, officer, director, or employer of the Declarant; (ii) directly or indirectly or acting in concert with one or more other Persons, or through one or more subsidiaries, owns, controls, holds with power to vote, or holds proxies representing, more than 20 percent of the voting interest in a Declarant; (iii) controls in any manner the election of a majority of the directors of a Declarant; or (iv) has contributed more than 20 percent of the capital of the Declarant. A Person "is controlled by" a Declarant if the Declarant (i) is a general partner, officer, director, or employer of the Person; (ii) directly or indirectly or acting in concert with one or more other persons, or through one or more subsidiaries, owns, controls, holds with power to vote, or holds proxies representing, more than 20 percent of the voting interest in the Person; (iii) controls in any manner the election of a majority of the directors of the Person; or (iv) has contributed more than 20 percent of the capital of the Person. Control does not exist if the powers described in this paragraph are held solely as security for an obligation and are not exercised.

1.4 "Articles of Incorporation" means the Association's Articles of Incorporation.

1.5 "Association" means Woods at Elk River Station Association, a Minnesota nonprofit corporation organized and existing under the authority of Minnesota Statutes Chapter 317A.

1.6 "Board" means the Association's Board of directors.

1.7 "Bylaws" means the Association's Bylaws.

1.8 "Common Elements" means all portions of the Common Interest Community other than the Units.

1.9 "Common Expenses" means any and all expenditures made and liabilities incurred by or on behalf of the Association together with the amounts necessary to fund, over the estimated useful life of the Common Elements, including Limited Common Elements, scheduled deposits in reserve accounts established to provide funds to pay for the replacement of the Common Elements, including Limited Elements, at the end of the estimated useful life of the Common Elements.

1.10 "Common Interest Community" means Woods at Elk River Station, Common Interest Community Number 46, Sherburne County, Minnesota including any Additional Real Estate subsequently added to the Common Interest Community.

1.11 "Common Interest Community Plat" means that part of this Declaration which constitutes the drawing of the layout of the Common Interest Community.

1.12 "Declarant" means Centex Homes, a Nevada general partnership; any person who executes an amendment to the Declaration adding Additional Real Estate to the Common Interest Community, other than persons holding interest in the real estate solely as security for an obligation; or any person who succeeds under the provisions of the Act to any Special Declarant Rights.

1.13 "Declaration" means this document and all amendments hereto.

1.14 "Eligible Mortgage" means a first mortgage held by a mortgagee who has submitted a written request to the Association asking the Association to notify the mortgagee of any action that, under the terms of the Declaration, requires the consent of a specific percentage of mortgagees.

1.15 "Fractional Allocation" means the fraction assigned to each Unit in Section 7 of this Declaration which determines: the undivided interest in the Common Elements appurtenant to the Unit and the share of the Association's Common Expenses the Board may assess against the Unit.

1.16 "FHA" means the Federal Housing Administration.

1.17 "FNMA" means the Federal National Mortgage Association.

1.18 "Limited Common Elements" means any part of the Common Elements this Declaration or the Act allocate for the exclusive use of one or more but fewer than all Units.

1.19 "Member" means the Person or Persons with membership rights in the Association. If a Person is the sole owner of a Unit, the Person is a Member of the Association. If more than one Person has an ownership interest in a Unit, all Persons who have an ownership interest in the Unit are considered to be, collectively, a single Member of the Association.

1.20 "Owner" means any Person, including a Declarant and a contract for deed vendee, who has an ownership interest in a Unit, but does not include a Secured Party.

1.21 "Person" means an individual, corporation, limited liability company, partnership, trustee under a trust, personal representative, guardian, conservator, government, governmental subdivision or agency, or other legal or commercial entity capable of holding title to real estate.

1.22 "Project Documents" means this Declaration, the Articles of Incorporation, the Bylaws and the rules and regulations of the Association, if any.

1.23 "Purchaser" means a Person, other than a Declarant, who by means of a voluntary transfer acquires a legal or equitable interest in a Unit other than a leasehold interest of less than 20 years, including renewal options, or a security interest.

1.24 "Secured Party" means a Person owning a perfected interest in a portion of the Common Interest Community, created by contract or conveyance, which secures payment or performance of an obligation. The term includes a mortgagee's interest in a mortgage, a vendor's interest in a contract for deed, a lessor's interest in a lease intended as security, a holder's interest in a sheriff's certificate of sale during the period of redemption, an assignee's interest in the assignment of leases or rents intended as security, a lender's interest in a cooperative share loan, a pledgee's interest in the pledge of an ownership interest, or any other interest intended as security for an obligation under a written agreement.

1.25 "Special Declarant Rights" means the rights Declarant has reserved to itself in Section 8 of this Declaration.

1.26 "Subject Property" means Lot 5, Block 1, Lot 5, Block 2 ELK RIVER STATION, Sherburne County, Minnesota, which is the property this Declaration subjects to the provisions of the Act.

1.27 "Unit" means a physical portion of the Common Interest Community the boundaries of which are described in this Declaration and which is intended for separate ownership.

2. Description of the Common Interest Community. The name of the Common Interest Community is Woods at Elk River Station. The Common Interest Community is a Condominium. The Sherburne County Recorder has assigned Common Interest Community Number 46 to the Common Interest Community. The Common Interest Community is located in the City of Elk River, Sherburne County, Minnesota, on the Subject Property. There are 16 Units in the Common Interest Community. The Units are restricted to residential use. Declarant has reserved the right to add additional Units to the Common Interest Community as set forth in Section 9.

3. Description of the Association. Declarant has incorporated a Minnesota non-profit corporation under Minnesota Statutes Ch. 317A to administer the Common Interest Community. The corporation's name is Woods at Elk River Station Association. The duties and

powers of the Association and the Board are set forth in the Act, the Articles of Incorporation, the Bylaws and this Declaration.

4. Description of the Units. The Common Interest Community Plat depicts the location of each Unit and sets forth the Unit Identifier assigned to and the dimensions of each Unit. The boundaries of the Units are the interior, unfinished surfaces of the Unit's perimeter walls, including perimeter doors and windows and their frames; interior, load bearing walls; floors; and ceilings. All paneling, tiles, wallpaper, paint, floor coverings, window treatments or other materials applied to the interior surfaces of the Unit's perimeter walls, including perimeter doors and windows and their frames; interior, load bearing walls; floors; or ceilings are part of the Unit, and all other portions of the perimeter walls, including perimeter doors and windows and their frames; interior, load bearing walls; floors; and ceilings are part of the Common Elements. All interior, non-load bearing walls, or partitions and any fixtures and improvements located entirely within the described boundaries of a Unit are part of the Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies entirely within the designated boundaries of a Unit and serves only that Unit is a part of that Unit.

5. Description of the Common Elements. The Common Elements consist of all the real property and fixtures included in the Common Interest Community except for the real property and fixtures which are part of a Unit. The Common Elements include the Limited Common Elements. The Common Elements include, without limitation, all foundations; columns; girders; beams; supports; exterior walls (including exterior doors, windows and their frames); interior, loadbearing walls; walls separating Units; corridors; stairs; yards; gardens; recreational areas and facilities; private roads; parking areas; driveway areas; central installations for utility services and all water, sanitary sewer and storm sewer mains, pipes, lines, and related fittings, which are located within the Common Interest Community but which are not part of a Unit and which are not publicly owned and maintained. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that serves more than one Unit or that serves any portion of the Common Elements, even if located entirely or partially within the boundaries of a Unit, is part of the Common Elements.

6. Description of the Limited Common Elements. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences, enclosed or unenclosed porches, constructed as a part of the original construction of a specific Unit or Units or constructed thereafter with the consent of the Board, and all authorized replacements and modifications thereof, if located outside the boundaries of the Unit or Units, are Limited Common Elements assigned exclusively to that Unit or those Units. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. The Common Interest Community Plat shows the location and dimensions of significant Limited Common Elements such as porches, balconies, decks and patios.

7. Allocated Interests. Each Unit is hereby assigned a Fractional Allocation. The Fractional Allocation assigned to a Unit determines the undivided interest in the Common Elements appurtenant to the Unit and the share of Common Expenses the Association may levy

against the Unit. Each Unit's Fractional Allocation is a fraction the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community. For example, if there were six Units in the Common Interest Community, each Unit would be assigned a Fractional Allocation of 1/6th; the Owner of each Unit would own an undivided 1/6th interest in the Common Elements; and each Unit would be responsible for 1/6th of the Common Expenses. Fractional Allocations are equal for all Units. Declarant has reserved the right to create additional Units on the Additional Real Estate as set forth in Section 9. If Declarant executes and records one or more amendments to this Declaration adding Additional Real Estate to the Common Interest Community, each Unit's Fractional Allocation is automatically recalculated upon the recording of each amendment. The new Fractional Allocation assigned to each Unit after the recording of an amendment is a fraction, the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after the execution and recording of the amendment. For example, if there were 6 Units in the Common Interest Community, each Unit having a Fractional Allocation of 1/6th, and the Declarant recorded an amendment adding 6 Units to the Common Interest Community, the new Fractional Allocation assigned to each Unit after the recording of the amendment would be 1/12th. The reallocation of the Fractional Allocation of the Units does not alter or affect the amount of any liens for unpaid installments of annual or special assessments levied before the reallocation or an Owner's obligation to pay future installments of special assessments levied before the recording of the amendment. If a Person is the sole Owner of a Unit, the Person is a Member of the Association. If more than one Person has an ownership interest in a Unit, all Persons who have an ownership interest in the Unit are considered to be, collectively, a single Member of the Association. Each Member of the Association is entitled to one vote in the Association.

8. Special Declarant Rights. Except for the Special Declarant Rights described in this Section 8, Declarant's rights and obligations with respect to any Units Declarant owns are the same as any other Unit Owner. Declarant reserves, for the benefit of any Declarant, the right to:

8.1 Complete improvements depicted on the Common Interest Community Plat;

8.2 Add Additional Real Estate to the Common Interest Community pursuant to Section 9 below;

8.3 Maintain sales offices, management offices, signs advertising the Common Interest Community and models pursuant to Section 10 below;

8.4 Appoint or remove and appoint replacements for the Association's directors and officers pursuant to Section 11; and

8.5 Use easements through the Common Elements for the purpose of making improvements within the Common Interest Community or on any Additional Real Estate pursuant to Section 16.1.

9. Additional Real Estate.

9.1 Declarant reserves the right to record one or more amendments to this Declaration adding all or any part of the Additional Real Estate to the Common Interest Community. The right to add Additional Real Estate expires seven years from the date this Declaration is recorded in the county land records. If, prior to the expiration of the seven-year period, Declarant determines Declarant will not add any or some portion of the Additional Real Estate to the Common Interest Community, Declarant may record a statement to that effect in the county land records, and upon the recording of the statement, Declarant's right to add the Additional Real Estate described in the statement to the Common Interest Community terminates.

9.2 Declarant may add portions of the Additional Real Estate at different times. Except as set forth in this Section 9.2, Declarant makes no assurances regarding the configuration or boundaries of the portions of the Additional Real Estate which Declarant may add to the Common Interest Community, the order in which Declarant will add portions of Additional Real Estate to the Common Interest Community or that Declarant will add any of the Additional Real Estate to the Common Interest Community. Declarant must add the Models Parcel to the Common Interest Community within seven years of the date Declarant records this Declaration in the Sherburne County land records. Declarant is agreeing to add the Models Parcel because Declarant has constructed a building that is located partially on the Models Parcel and partially on the Subject Property. The portion of the building that is located on the Subject Property contains two Units. Declarant will use the portion of the building that is located on the Models Parcel for models and offices. Declarant is not obligated to add any Additional Real Estate other than the Models Parcel to the Common Interest Community.

9.3 Declarant may create a maximum of 282 Units on the Additional Real Estate. All Units created on Additional Real Estate the Declarant adds to the Common Interest Community are restricted to residential use.

9.4 Any and all buildings and Units on the Additional Real Estate, when and if added to the Common Interest Community, must be consistent with the other buildings and Units in the Common Interest Community in terms of structural type and quality of construction and must be substantially complete before the Additional Real Estate is added to the Common Interest Community. In recognition of ongoing developments in the field of housing construction and energy supply and changes in consumer demand for housing, Declarant makes no assurance with regard to the architectural style, the principal materials which may be employed in the construction or the size of the Units or buildings, if any, erected upon the Additional Real Estate when and if the Additional Real Estate is added to the Common Interest Community.

9.5 All restrictions contained in this Declaration affecting the use, occupancy or alienation of Units will apply to all Units created on any Additional Real Estate added to the Common Interest Community. An amendment adding Additional Real Estate to the Common Interest Community may contain additional restrictions the Declarant deems necessary to reflect the different character of the Additional Real Estate that is the subject of the amendment. Any additional restrictions contained in an amendment to this Declaration affect only the Additional Real Estate described in the amendment.

9.6 Before recording an amendment adding Additional Real Estate to the Common Interest Community, Declarant must serve notice of its intention to add Additional Real Estate as provided for in the Act and must, if applicable, obtain all written approvals the FHA requires. If Declarant complies with the Act and this Declaration, Declarant may add the Additional Real Estate without the approval or consent of the Association or any Owner. Any assurances set forth in this Declaration regarding Additional Real Estate do not apply to the Additional Real Estate if Declarant does not add the Additional Real Estate to the Common Interest Community. If an Amendment adding Additional Real Estate to the Common Interest Community creates additional Units, the Fractional Allocation assigned to each Unit is reallocated pursuant to Section 7.

10. Model Units and Sales and Management Offices. Declarant reserves the right to maintain sales offices, management offices and model units in Units, on Common Elements or on the Additional Real Estate. Declarant will initially use Units 2904 thru 2906; 4104 and 4105 for sales offices and model units. Declarant reserves the right to increase or decrease the number of Units Declarant uses as sales offices or models; to relocate the sales offices or models to other Units, the Common Elements or Additional Real Estate; or to use a Unit as a management office. Declarant further reserves the right to maintain signs on the Common Elements and in or on model units advertising the Common Interest Community, including the advertisement and promotion of the sales of Units. Notwithstanding anything to the contrary in this Declaration, so long as Declarant owns at least one Unit in the Common Interest Community for sale, the Association may not take any action that adversely affects Declarant's ability to sell the Unit or Units without prior written consent of Declarant.

11. Declarant Control of the Association. Declarant designated the Association's initial Board in the Articles of Incorporation. The initial Board has three members until increased to five members pursuant to the election procedure described below. The Declarant, or a Person the Declarant designates, has the exclusive right to remove one or more of the three directors designated in the Articles of Incorporation or their approved successors, at will, and appoint successors, until the earlier of:

11.1 five years from the date this Declaration is recorded in the county land records;

11.2 Declarant's voluntary surrender of the right to appoint directors: or

11.3 the date sixty days from the date Declarant has conveyed seventy-five percent of the Units to Purchasers.

So long as Declarant has the right to appoint and remove directors, the Declarant may also appoint and remove the Association's officers. Within sixty days of the date Declarant has conveyed fifty percent of the Units to Purchasers, the Board must call and hold an annual or special meeting of the Members. At that meeting, the Members must elect two additional directors. From and after that election, the Board consists of five directors. Within sixty days after the date Declarant has conveyed seventy-five percent of the Units to Purchasers, the Board must call and hold an annual or special meeting of the Members. At that meeting, the terms of

all five directors expire, and the Members must elect two directors for a term of three years; two directors for a term of two years; and one director for a term of one year. Thereafter, as the terms of those five directors expire, the Members elect directors for three-year terms. Elected directors take office upon the later of the date of their election or the date their predecessor's term expires. Directors hold office until they resign, the Members remove them pursuant to the Bylaws or their terms expire and the Members elect successor directors. To calculate the percentage of Units a Declarant has sold to Purchasers, the number of Units the Declarant has sold to Purchasers is divided by the sum of the number of Units the Declarant has built and the number of Units the Declarant has reserved the right to build and add to the Common Interest Community.

12. Restrictions on the Use, Occupancy or Alienation of Units and Common Elements. The Units and the Common Elements are subject to the following restrictions:

12.1 The Units may be occupied and used only for residential purposes. Only Owners, their families, guests and tenants may occupy and use Units. Units may not be used in a manner that violates Federal law, State law or local ordinances.

12.2 A conveyance, encumbrance, judicial sale or other voluntary or involuntary transfer of a Unit includes all rights, obligations and interests appurtenant to the Unit, including, but not limited to, the undivided interest in the Common Elements allocated to the Unit, whether or not those rights, obligations or interests are expressly described. Except as provided in Minn. Stat. § 515B.3-112, any purported conveyance, encumbrance, judicial sale or other voluntary or involuntary transfer of an undivided interest in the Common Elements made without the Unit to which that interest is allocated and any purported conveyance, encumbrance, judicial sale or other voluntary or involuntary transfer of a Unit without the undivided interest in the Common Elements allocated to the Unit is void. Each Unit and its allocated interest in the Common Elements constitutes a separate parcel of real estate.

12.3 Owners may not lease Units for any period less than 30 days. Other than the foregoing restriction, Owners have the absolute right to lease their Units provided the Owner and the tenant have a written lease agreement; the lease agreement obligates the tenant to observe each of the restrictions and perform each of the covenants the Project Documents impose upon an Owner; the lease agreement expressly states that the Association is an intended third party beneficiary of tenant's obligation to observe the terms of the Project Documents; and the Owner delivers a copy of the lease to the Association before commencement of the lease term.

12.4 No Owner, tenant or occupant of a Unit may obstruct the Common Elements or store anything in or on the Common Elements nor shall anything be stored in or on the Common Elements without the Board's prior, written consent. No Owner, tenant, occupant or other Person may keep or store any trailers or major recreational equipment, including, but not limited to, camper trailers, pick-up campers, motorized self-propelled motor homes, boats or boat trailers or snowmobiles or snowmobile trailers, on any portion of the Common Interest Community. Owners, tenants and occupants may not store or permit the storage of anything in the garage portion of a Unit which prevents

use of the garage portion of the Unit for storage of the Owner's, tenant's or occupant's personal automobile.

12.5 The occupation and use of Units and the Common Elements is subject to rules and regulations the Board establishes pursuant to Article III of the Bylaws. If, during the period the Declarant has the right to appoint directors to the Board, Units are subject to mortgages the FHA insures or guaranties, the Board must obtain any necessary approvals from the FHA before enforcing any rules and regulations.

12.6 No one may do or keep anything in any Unit or in the Common Elements that will increase the rate of insurance on the Common Interest Community without the Board's prior written consent. No Owner may permit anything to be done or kept in his or her Unit or in or on the Common Elements that will result in the cancellation of insurance on the buildings or contents thereof.

12.7 Owners, tenants and occupants may not cause or permit anything to be placed on the outside walls of the Common Interest Community buildings and no sign, awning, canopy, shutter, window boxes, decks, patios, fences, balconies, porches or radio or television antenna may be affixed to or placed upon any exterior walls or roof or any part thereof, or on the Common Elements, without the Board's prior written consent. No one may hang clothes, sheets, blankets, laundry or other similar items on any part of the Common Elements.

12.8 No one may raise, breed or keep animals (including, but not limited to, dogs, cats, reptiles, rabbits, livestock, fowl or poultry of any kind) in any Unit or in the Common Elements, except Owners and tenants may keep dogs, cats or other household pets in Units, subject to the following restrictions: the Owner or tenant keeping a household pet must observe all rules and regulations the Board adopts regarding the keeping of pets; the Owner or tenant must not keep, breed or maintain the pets for any commercial purpose; and the owner of any pet the Board determines is causing or creating a nuisance or unreasonable disturbance must permanently remove the pet from the Common Interest Community upon 3 days written notice from the Board.

12.9 No one may carry on noxious or offensive activities in any Unit or in the Common Elements, nor may anyone do anything therein, either willfully or negligently, that may be a nuisance to the other Owners, tenants or occupants. No Owner, tenant or occupant may overload the electric wiring in the buildings, or operate any machines, appliances, accessories or equipment in such manner as to cause, in the judgment of the Board, an unreasonable disturbance to others or connect any machines, appliances, accessories or equipment to the heating or plumbing system, without the Board's prior written consent.

12.10 Except as otherwise provided herein, no Owner, tenant or occupant of a Unit may conduct, maintain, or permit any industry, business, trade, occupation or profession of any kind, commercial, educational, religious, or otherwise, in any Unit or on the Common Elements. Nothing herein contained shall be construed in such a manner as to prohibit an Owner or tenant from:

12.10.1 maintaining his or her professional library therein;

12.10.2 keeping his or her personal business or professional records or accounts therein; or

12.10.3 handling his or her personal business or professional telephone calls or correspondence therefrom.

12.11 No "For Sale" or "For Rent" signs, advertising or other displays are permitted on any part of the Common Interest Community except with the consent of the Board or pursuant to rules and regulations the Board adopts; provided however, that nothing contained herein shall limit Declarant's rights as provided in Section 10.

12.12 Nothing shall be constructed on or removed from the Common Elements and the Common Elements may not be altered or disturbed without the prior written consent of the Board.

12.13 The Units shall not be subject to Time Shares, as that term is defined in the Act.

13. Subdivision or Conversion of Units. Owners, including Declarant, may not subdivide Units or convert Units to Common Elements as contemplated in Section 515B.2-112 of the Act.

14. Assessments and the Association's Lien for Unpaid Assessments.

14.1 The Board must levy annual assessments and may levy special assessments for Common Expenses against each Unit pursuant to the procedures stated in Article V of the Bylaws. Owners may not withhold payment of annual or special assessments or reduce the amount of the Owner's payments as a set-off against claims which the Owner asserts against the Association. If an Owner fails to pay any installment of an annual or special assessment, in full, within 10 days of the date due, the payment is delinquent and interest accrues. Interest accrues as of the date the payment was first due at the judgment rate of interest as determined by Minnesota Statutes Section 549.09. In addition, the Board has the right to charge a late fee if assessment payments are not made when due. The Board must establish and may modify the amount of the late fee by resolution. If any installment of an assessment becomes more than sixty (60) days past due, the Association may, upon ten (10) days' written notice to the Owner, declare the entire amount of the assessment immediately due and payable in full. In the foreclosure of the Association's lien for unpaid assessments, either by action or by advertisement, or in a suit to recover a money judgment for unpaid assessments, the Association may recover all unpaid annual and special assessments, interest and late charges as described above and all costs of collection including actual attorneys' fees and costs.

14.2 Each Owner is personally liable for all assessments levied against the Owner's Unit. If more than one individual or entity owns a Unit, all Owners of the Unit are jointly and severally liable for annual and special assessments.

14.3 The Association has a lien on a Unit for the amount of any assessment the Board levies against the Unit. If an assessment is payable in installments, the full amount of the assessment is a lien from the time the first installment thereof becomes due. The Association's lien has priority over all other liens except only:

14.3.1 liens and encumbrances recorded before the recordation of this Declaration, if any;

14.3.2 the lien of a recorded, first mortgage on the Unit; and

14.3.3 liens for real estate taxes and other governmental assessments levied against the Unit.

If a first mortgage on a Unit is foreclosed and no Owner or junior lienholder redeems the Unit from foreclosure during the period of redemption provided for in Minn. Stat. Chs. 580, 581 or 582, the holder of the Sheriff's Certificate of Sale from the foreclosure of the first mortgage takes title to the Unit subject to unpaid assessments for Common Expenses to the extent provided for in Minn. Stat. § 515B.3-116. In general, Minn. Stat. § 515B.3-116 states that the holder of the Sheriff's Certificate of Sale from the foreclosure of the first mortgage takes title to the Unit subject to unpaid assessments for Common Expenses which become due, without acceleration, during the six months immediately preceding the first day following the end of the Owner's period of redemption, except for Common Expenses levied pursuant to Sections 2(e), 2(f) and 2(h) of Article V of the Bylaws.

14.3.4 The Association is subject to Minn. Stat. § 515B.3-116(d), as the same may be amended from time to time, which, as of the date of this Declaration, provides that proceedings to enforce an assessment must be instituted within three (3) years after the last installment of the assessment becomes payable, or are barred.

14.3.5 The Board may foreclose the Association's lien for assessments in like manner as a mortgage of real property containing a power of sale pursuant to Minn. Stat. Ch. 580, or by action pursuant to Minn. Stat. Ch. 581. The Association shall have a power of sale to foreclose the lien pursuant to Minn. Stat. Ch. 580. The period of redemption for Unit Owners is 6 months from the date of sale.

15. Maintenance of Units and Common Elements; Improvements and Alterations to Units; and Relocation of Boundaries Between Units.

15.1 Each Owner must maintain and keep the Owner's Unit in good order and repair, at the Owner's sole cost and expense. The Association must maintain, repair and replace the Common Elements, including the Limited Common Elements. The cost of maintaining, repairing and replacing the Common Elements is a Common Expense. The Association must promptly repair any damage to a Unit resulting from work the Association or its agents perform. Each Owner must promptly report to the Association the need for any maintenance or repairs that are the Association's responsibility. Owners must reimburse the Association for any costs the Association incurs to repair any damage

to other Units or Common Elements resulting from the Owner's failure to promptly perform necessary maintenance and repairs to the Owner's Unit.

15.2 The Association has a right of access into and through each Unit for purposes of performing maintenance, repair or replacement for which the Association is responsible. The Association and any public safety personnel have a right to access a Unit for purposes of abating or correcting any condition in the Unit which violates any governmental law, ordinance or regulation, which may cause material damage to or jeopardize the safety of the Common Interest Community or which may constitute a health or safety hazard for occupants of Units.

15.3 An Owner may make improvements or alterations to the interior of the Owner's Unit provided: the improvements or alterations do not impair the structural integrity of the building in which the Unit is located or impair or overload mechanical systems serving the Unit or other Units in the Common Interest Community; affect the Common Elements; or lessen the support of any portion of the Common Interest Community. An Owner making improvements or alterations to the Owner's Unit must make prior arrangements with the Association to insure that other Owners are not disturbed, that the Common Elements are not damaged and that the Common Elements and other Units are protected against mechanic's liens. The Association has the authority to make improvements to or on the Common Elements, subject to the provisions of Section 13, Article III of the Bylaws.

15.4 An Owner obtaining title to an adjoining Unit may remove or alter any intervening partition or create apertures therein as provided for in Minn. Stat. §515B.2-113(b). Owners of adjoining Units may relocate the boundary between the adjoining Units pursuant to Minn. Stat. §515B.2-114.

16. Easements.

16.1 Declarant declares and reserves a non-exclusive easement for the benefit of Declarant, its employees, servants and agents, for ingress and egress over and upon the Common Elements for the purpose of constructing Units and Common Element improvements in the Common Interest Community or on Additional Real Estate and for completing landscaping of the Common Elements. Declarant must repair any damage to the Common Elements resulting from Declarant's exercise of Declarant's easement rights. The easement declared and reserved in this Section 16.1 terminates no later than 60 days after the Declarant's completion of the construction of all Units in the Common Interest Community and all Units Declarant has reserved the right to build on the Additional Real Estate and all landscaping of the Common Elements now or hereafter constructed pursuant to this Declaration. Declarant may not use Common Elements, other than Common Elements improved as private roadways or driveways, for access to Additional Real Estate if other, public access to the Additional Real Estate is reasonably available.

16.2 The Common Elements are subject to and each Unit and the Common Elements are benefited by a permanent, non-exclusive easement in the Common Elements for ingress to and egress from the Units; utility services and support for the

Units; and maintenance and repair of the Units and the Common Elements and for similar purposes. The Units and the Common Elements are subject to an easement for any encroachments resulting from the construction, reconstruction, repair, shifting, settlement or other movement of Units and Common Elements.

16.3 The easement described in Section 16.1 is an easement in gross. Declarant may assign its rights under the easement described in Section 16.1 to successor Declarants. The easement described in Section 16.2 is an appurtenant easement and runs with the title to the Units and the Common Elements. The easement described in Section 16.2 inures to the benefit of and is binding on the Declarant, its successors and assigns, and any Owner, purchaser, mortgagee or other person having an interest in said land, or any part or portion thereof.

17. Insurance.

17.1 Each Owner is responsible for insuring the Owner's personal property against casualty loss and insuring the Owner against personal liability to the extent that the liability insurance which the Board obtains for all Owners does not provide coverage. Each Owner must promptly report all improvements or betterments to his or her Unit in writing to the Board. The Board may, but is not obligated to, obtain insurance on improvements or betterments to a Unit. If the Board obtains insurance on improvements or betterments to a Unit, the Board may assess the Unit for any additional insurance premiums attributable to such improvements or betterments. Owners are responsible for any deficiency in insurance loss recovery resulting from his or her failure to notify the Board of improvements or betterments. The Board may, in the case of a claim for damage to a Unit or Units: pay the deductible as a Common Expense; assess the deductible against the Unit or Units affected in any reasonable manner or require the Owners of the affected Unit or Units to pay the deductible amount directly to the Board.

17.2 The Board must obtain and maintain insurance for the Common Interest Community as follows:

17.2.1 A master or blanket policy of insurance on the Common Interest Community, including i) the Units and ceiling or wall finishing materials, floor coverings, cabinetry, finished millwork, electrical and plumbing fixtures and built-in appliances constructed or installed as a part of the original construction of a Unit and comparable replacements (but not replacements that constitute improvements or betterments); ii) the Common Elements; and iii) personal property belonging to the Association, for broad form covered causes of loss, including all hazards normally covered by the standard extended coverage endorsement and the standard "all risk" endorsement. The policy must include the following endorsements, if available: a special condominium endorsement, an inflation guard endorsement, when it can be obtained; if there is a construction code provision that would require changes to undamaged portions of the buildings even when only part of a building is destroyed, a building ordinance or law endorsement; and if the Common Interest Community has central heating or cooling, a steam boiler and machinery coverage endorsement providing for the

insurer's minimum liability per accident to at least equal the lesser of \$2,000,000 or the insurable value of the buildings housing the boiler or machinery. The policy may also include the following endorsements: contingent liability from operation of building laws endorsement, increased costs of construction endorsement and an endorsement to provide for the payment of annual assessments for damaged Units during the period of reconstruction. The insurance shall be in an amount not less than 100% of the insurable replacement cost of the Units and the Common Elements at the time the insurance is purchased and at each renewal date, exclusive of items normally excluded from property insurance policies and subject to a "deductible" in an amount which the Board deems reasonable but which does not exceed the lesser of \$10,000 or 1% of the policy's face amount. The Board shall obtain this insurance from a carrier that has a B general policyholder's rating or a financial performance index of 6 or better in the Best's Insurance Reports or an A or better rating from Demotech, Inc.'s Hazard Insurance Financial Stability Ratings.

17.2.2 Commercial general public liability insurance on an occurrence basis against claims and liabilities arising in connection with the ownership, existence, use or management of the Common Interest Community insuring the Board; the Association; all persons acting as agents, including the management agent; and their respective employees and agents. Each Owner and each Secured Party shall be included as additional insureds but only for claims and liabilities arising in connection with the ownership, existence, use or management of the Common Elements or membership in the Association. The Declarant shall be included as an additional insured in its capacity as an Owner. The Declarant's employees who serve on the Board shall be included as additional insureds in their capacity as Board members. The public liability insurance shall afford protection in aggregate limits as the Board shall deem desirable but in no event for less than \$1,000,000.00 with respect to liability for bodily injury or property damage arising out of a single accident. The insurance policy shall contain a "severability of interest" endorsement and a contractual liability endorsement.

17.2.3 If any part of the Common Interest Community improvements are in a special flood hazard area (which is designated A, AE, AH, AO, A1-30, A-99, V, VE or V1-30 on a Flood Insurance Rate Map), flood insurance in such amounts as the Board shall deem desirable but in no event shall such amounts be less than required by the FHA or FNMA.

17.2.4 The Association must obtain and maintain blanket fidelity insurance coverage for anyone who either handles or is responsible for funds the Association holds or administers, whether or not the individual receives compensation for his or her services. The blanket fidelity insurance policy must name the Association as the insured. If the Association hires a management agent and the management agent handles funds for the Association, the Association must require the management agent to obtain and maintain a fidelity insurance policy providing substantially the same coverage as the Association's policy. The Association's policy and the management agent's policy must each provide that in

the event of claims based on the actions of the management agent or the management agent's employees, the coverage provided by the management agent's policy is primary. The Association's policy (and, if applicable, the management agent's policy) should cover the maximum funds that will be in the custody of the Association or, if applicable, its management agent, at any time while the policy is in force.

17.2.5 Such other insurance (including insurance with respect to officers' and directors' liability, workman's compensation insurance as necessary to comply with applicable laws and employee's liability insurance in amounts as the Board deems desirable.

17.3 The insurance policies carried pursuant to Section 17.2 must:

17.3.1 include a waiver of the insurer's right to subrogation under the policy against any Owner or members of the Owner's household and against the Association and members of the Board;

17.3.2 provide that no act or omission of an Owner or Secured Party will void the policy or be a condition to recover under the policy unless the Owner is acting within the scope of authority on behalf of the Association;

17.3.3 provide that, if, at the time of a loss under the policy, there is other insurance in the name of an Owner covering the same property which the Association's policy covers, the Association's policy is primary insurance;

17.3.4 identify the Association as the loss payee and contain a standard mortgagee clause naming all holders of first mortgages on Units. This Section 17.3.4 applies only to the policies described in Sections 17.2.1 and 17.2.3;

17.3.5 provide that notwithstanding any provision thereof which gives the insurer an election to restore damage in lieu of making a cash settlement therefor, such option shall not be exercisable in the event the Owners elect to sell the Common Interest Community or remove the Common Interest Community from the provisions of the Act. This Section 17.3.5 applies only to the policy described in Section 17.2.1.

17.3.6 include an endorsement obligating the insurer to provide at least thirty (30) days written notice to the Association, each Owner, each mortgagee and any insurers or guarantors of a first mortgage on a Unit prior to cancellation, including cancellation for nonpayment of premiums.

17.3.7 obligate the insurer to issue certificates or memoranda of insurance, upon request, to any Owner or Secured Party.

The Association must obtain all policies of insurance provided for in this Section 17 from insurers of recognized responsibility authorized to do business in the State of Minnesota.

17.4 The Board must adjust any loss covered under the policy described in Section 17.2-1 with the insurer. Insurance proceeds payable as a result of loss must be paid to the Board or to a bank or trust company authorized to accept and execute trusts in the State of Minnesota which the Board has designated to act as trustee for the Board pursuant to the Act for the purpose of collecting and disbursing insurance proceeds (the "Insurance Trustee"). The Insurance Trustee or the Board shall hold any insurance proceeds in trust for Owners and Secured Parties as their interest may appear. The Board or the Insurance Trustee shall apply the insurance proceeds, less the actual cost, fees and expenses, if any, incurred in connection with the adjustment of the loss and the fees of the Insurance Trustee, if any, to the payment of the cost of restoring the Common Interest Community pursuant to Section 18. The Board and the Insurance Trustee may, prior or subsequent to any such loss, enter into an insurance trust agreement further implementing the provisions of the Act and this Declaration with respect to the Insurance Trustee's collection and disbursement of the insurance proceeds. Owners and Secured Parties are not entitled to receive any portion of the insurance proceeds unless there is a surplus of proceeds after the Common Elements and Units have been completely repaired or restored, or the Owners and the first mortgagees terminate the Common Interest Community pursuant to Section 20.

18. Reconstruction and Repair of Common Interest Community.

18.1 The Association must promptly repair or replace any portion of the Common Interest Community that is damaged or destroyed as the result of a loss which the Association's insurance covers unless:

18.1.1 The Common Interest Community is terminated pursuant to Section 20 below; or

18.1.2 Repair or replacement would be illegal under any state or local health or safety statute or ordinance; or

18.1.3 80% of the Owners and 80% of the first mortgagees, including every Owner and first mortgagee of a Unit or assigned Limited Common Element which will not be rebuilt, vote not to repair or rebuild.

All repairs and replacements must be substantially in accordance with the original plans and specifications.

18.2 The cost of repairs or replacements of the Common Interest Community in excess of insurance proceeds and reserves is a Common Expense.

18.3 If less than the entire Common Interest Community is repaired or replaced:

18.3.1 Insurance proceeds attributable to a damaged Common Element shall be used to restore the damaged Common Element to a condition compatible with the remainder of the Common Interest Community;

18.3.2 The insurance proceeds attributable to Units and Limited Common Elements which are not rebuilt shall be distributed to the Owners of those Units and the Secured Parties of those Units, including the Units to which the Limited Common Elements were assigned, as their interests may appear; and

18.3.3 The remainder of the proceeds shall be distributed to all Owners and Secured Parties as their interests may appear in proportion to their Fractional Allocation.

18.4 If the Owners and holders of first mortgages vote pursuant to Section 18.1.3 vote not to rebuild a Unit, that Unit's Fractional Allocation is automatically reallocated upon the vote as if the Unit has been condemned, and the Association shall promptly prepare, execute and record an Amendment to the Declaration reflecting the reallocation. The Association membership attributable to the Unit and the corresponding voting right shall terminate.

18.5 An insurance trustee appointed pursuant to Section 17.4 above may rely upon a certificate of the Board stating whether the damaged property is to be reconstructed or repaired. The Board, upon request of the insurance trustee, shall deliver such certificate as soon as is practical. All repairs or replacements must be completed at the direction of the Board as soon as is practical and according to the terms of this Declaration. Immediately after the casualty causing damage to the property for which the Board has the responsibility of repair and replacement, the Board must obtain reliable and detailed estimates of the cost to restore the damaged property to its prior condition. Such cost may include professional fees and bond premiums as the Board may determine.

19. Waiver of Claims. The Association may not make a claim against any Owner or family member, tenant or guest of an Owner and no Owner or family member, tenant or guest of an Owner, may make a claim against the Association, the Board, the managing agent or another Owner or the family member, tenant or guest of another Owner, for any loss or damage to the Common Elements, the Units or any personal property resulting from the Association's negligence or such other persons negligence to the extent that the damaged party is compensated for such loss or damage from available insurance proceeds. Nothing herein shall be deemed a waiver of claims for the portion of the loss or damage subject to a "deductible" or otherwise not recoverable from available insurance proceeds, and nothing herein shall be deemed a waiver of claims for intentionally tortious acts.

20. Termination. The Common Interest Community may be terminated, in whole or in part, only by the affirmative vote of 80% of the Owners, and the consent of at least 80% of the first mortgagees of the Units (each mortgagee having one vote per Unit financed). All procedures, appraisals and disposition of proceeds following any termination of the Common Interest Community are governed by the applicable provisions of the Act.

21. Eminent Domain. The provisions of the Act shall apply to and govern any taking by eminent domain of any portion of the Common Interest Community.

22. Rights of First Mortgagees and Insurers and Guarantors of First Mortgages.

22.1 A holder, insurer or guarantor of a first mortgage, upon written request to the Association (which request must state the name and address of the holder, insurer or guarantor and the Unit number subject to the mortgage held, insured or guaranteed) shall be entitled to receive timely written notice from the Association of:

22.1.1 Any proposed amendment of this Declaration, Articles of Incorporation or Bylaws resulting in a change in the boundaries of a Unit or a Limited Common Element; the fractional undivided interest in the Common Elements appurtenant to any Unit; any Unit's Common Expense Allocation; any change in the Limited Common Elements assigned to a Unit; number of votes in the Association allocated to any Unit; or any change in the use or uses to which a Unit or Common Element is restricted;

22.1.2 Any proposed termination of the Common Interest Community;

22.1.3 Any condemnation loss or any casualty loss which affects a material portion of the Common Interest Community or which affects the Unit subject to the holder's, insurer's or guarantor's mortgage;

22.1.4 Any delinquency in the payment of annual or special assessments by an owner of the Unit subject to the holder's insurer's or guarantor's mortgage where the delinquency is continued for a period of 60 days;

22.1.5 Any lapse, cancellation or material modification of the insurance provided for in Section 17.2; and

22.1.6 Any proposed action that requires the consent of a specified percentage of eligible mortgage holders.

22.2 Each first mortgagee of a Unit or an insurer or guarantor of such first mortgagee may examine the Project Documents, and the books, records and financial statements of the Association during normal business hours and may receive from the Association an audited annual financial statement of the Association within 120 days following the end of the Association's fiscal year.

23. Amendment. Except for amendments the Declarant may execute to add Additional Real Estate to the Common Interest Community; amendments Owners may execute to relocate the boundaries between adjoining Units pursuant to Minn. Stat. §515B.2-114; or a termination of the Common Interest Community pursuant to Minn. Stat. §515B.2-119, this Declaration, including the Common Interest Community Plat, may be amended only with the approval of the Owners of 67% percent of the Units and Mortgagees holding 51% of the Eligible Mortgages; provided, however, an amendment that creates or increases Special Declarant Rights, increases the number Units, changes the boundaries of any Unit, changes the Fractional Allocation of a Unit, changes Common Elements to Limited Common Elements or changes the authorized use of a Unit from residential to non-residential, requires the approval of all Owners and 51% of the holders of Eligible Mortgages (each holder having one vote for each Unit subject to an Eligible Mortgage). The Owners and Mortgagees need not execute an amendment to evidence their approval. A certificate of the Association's secretary certifying that an

amendment has received the approval of the required number of Owners and Mortgagees at a duly called meeting of the Members is prima facia evidence of that fact.

24. Compliance with Provisions. The Association and each Owner or tenant must comply with the provisions of the Project Documents as the same may be amended from time to time. If the Association, and Owner or an Owner's tenant fails to comply with the provisions of the Project Documents, as the same may be amended from time to time, the Association or any Owner may bring an action to recover damages or for injunctive relief. In any such action, the prevailing party may recover its costs and attorneys' fees.

25. General Provisions.

25.1 Notices. Notices provided for in this Declaration and in the Act must be in writing and must be addressed to the Board or Association, at the address of the Association's registered office, or to any Owner, at the address of the Owner's Unit. Any Owner may designate a different address or addresses for notices to him by giving written notice of his change of address to the Board. Notices addressed as above shall be effective upon hand delivery or upon mailing properly addressed with postage prepaid and deposited in the United States mail.

25.2 Liberal Construction. The provisions of this Declaration shall be liberally construed to effectuate its purpose of creating a uniform plan for the operation of a first class Common Interest Community.

25.3 Number, Gender. In construing the Common Interest Community Documents, the singular shall be taken to include the plural, and masculine to denote the feminine wherever appropriate.

25.4 Covenants Running With the Land. All covenants described herein are covenants running with the land, and so long as the Common Interest Community is subject to the provisions of this Declaration, shall remain in full force and effect.

25.5 Conflicts. In the event of any conflict between this Declaration and one or more of the other Project Documents, the terms of this Declaration shall control.

25.6 Severability. If any provision of this Declaration or any section, sentence, clause, phrase or word, or the application thereof in any circumstances, is held invalid, the validity of the remainder of this Declaration and of the application of any such provision, section, sentence, clause, phrase or word in any other circumstances shall not be affected thereby.

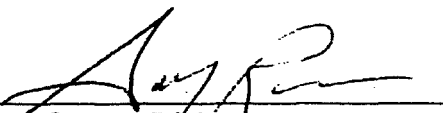
25.7 Failure to Enforce Not a Waiver. No provision contained in this Declaration shall be deemed to have been abrogated or waived by reason of any failure to enforce the same.

25.8 No Master Association. The Common Interest Community is not subject to a Master Association.

IN WITNESS WHEREOF, Declarant has caused this Declaration to be executed this 12 day of JUNE, 2003.

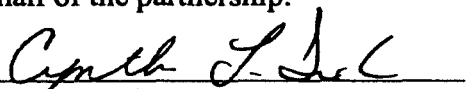
CENTEX HOMES, a Nevada General Partnership

By Centex Real Estate Corporation,
a Nevada corporation
Its General Partner

By 
Scott J. Richter
Its Division President

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 12 day of June, 2003, by Scott J. Richter, the Division President of Centex Real Estate Corporation, a Nevada corporation, a general partner of Centex Homes, a Nevada general partnership, on behalf of the corporation on behalf of the partnership.


Notary Public

Drafted by:
BRIGGS AND MORGAN, P.A.
2200 First National Bank Building
St. Paul, Minnesota 55101
(651) 223-6564
(TLB)

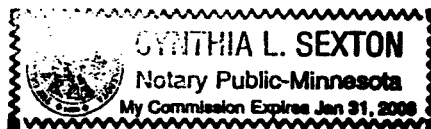


EXHIBIT A

LEGAL DESCRIPTION OF ADDITIONAL REAL ESTATE

Lots 1 through 4, Block 1; Lot 6, Block 1, Lots 1 through 4, Block 2; Lots 1 through 6, Block 3; Outlots A, B, C, D, E, F, G, and H, ELK RIVER STATION, Sherburne County, Minnesota.

Doc. No. 537146

Certified filed and/or recorded on

12-30-2003 at 03:25

Michelle Ashe, County Recorder

By KS Deputy Fee: \$ 20.00

REAPPORTIONMENT OF ORIGINAL DITCH BENEFITS

M.S. 103E.315 and 103E.631

“This reapportionment does not constitute a lien on the property, but is notice under M.S. 103E that the tract is benefited land.”

According to M.S. 103E631 the following parcels described as PID# 75-713-0225 Lot 5, Blk 2 Elk River Station in the name of Centex Homes with a share of County Ditch #10 has been reapportioned to meet the requirements of the statute, resulting in the following:

CIC# 46 Woods at Elk River Station

Unit# 4101	\$.29
Unit# 4102	\$.29
Unit #4103	\$.29
Unit #4104	\$.29
Unit #4105	\$.29
Unit #4106	\$.29
Unit #4107	\$.29
Unit #4108	\$.29
Unit #4109	\$.29
Unit #4110	\$.30

This does not constitute a lien on the property.

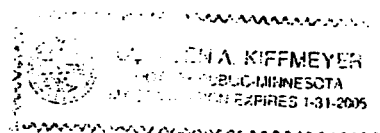
Witness my hand and seal this 29 day of December, 2003.

Ramon D. Doebler
County Auditor/Treasurer

Subscribed and sworn before me this 29 day of December, 2003.

This Instrument was drafted by:
Sherburne County Auditor/Treasurer's Office
Elk River MN 55330

Colleen Q. Kissinger
Notary Public



Office of the County Recorder
Sherburne County, MN

Doc. No. 537147

Certified filed and/or recorded on
12-30-2003 at 03:25

Michelle Ashe, County Recorder

By RS Deputy Fee: \$ 20.00

REAPPORTIONMENT OF ORIGINAL DITCH BENEFITS

M.S. 103E.315 and 103E.631

"This reapportionment does not constitute a lien on the property, but is notice under M.S. 103E that the tract is benefited land."

According to M.S. 103E631 the following parcels described as PID# 75-713-0125 Lot 5, Blk 1 Elk River Station in the name of Centex Homes with a share of County Ditch #10 has been reapportioned to meet the requirements of the statute, resulting in the following:

CIC# 46 Woods at Elk River Station

Unit #2901	\$.34
Unit #2902	\$.34
Unit #2903	\$.34
Unit #2904	\$.33
Unit #2905	\$.33
Unit #2906	\$.33

This does not constitute a lien on the property.

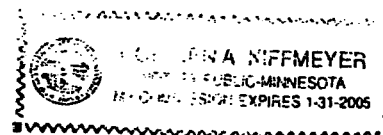
Witness my hand and seal this 29 day of December, 2003.

Ramona Doebler
County Auditor/Treasurer

Subscribed and sworn before me this 29 day of December, 2003.

This Instrument was drafted by:
Sherburne County Auditor/Treasurer's Office
Elk River MN 55330

Colleen D. Kappner
Notary Public



Filed in my office this
30 day of January 2004
Ramona Oschler
Sherburne County Auditor/Treasurer
Justin Keeler
Deputy Auditor/Treasurer

Office of the County Recorder
Sherburne County, MN

Doc. No. 540212

Certified filed and/or recorded on

01-30-2004 at 10:50

Michelle Ashe, County Recorder

By RS Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
FIRST AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant is executing and recording this First Amendment to the Declaration to add Lot 4, Block 1 and Lot 4, Block 2, ELK RIVER STATION, Sherburne County, Minnesota and the 14 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 4, Block 1 and Lot 4, Block 2, ELK RIVER STATION, Sherburne County, Minnesota and the 14 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lots 1 through 3, Block 1; Lot 6, Block 1; Lots 1 through 3, Block 2; Lots 1 through 6, Block 3; and Outlots A, B, C, D, E, F, G and H, ELK RIVER STATION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 14 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 30.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

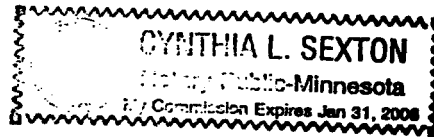
AFFIDAVIT OF SERVICE

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on November 4, 2003, there were no homeowner owners of Units in Woods at Elk River Station, therefore no Notices of Intention to add Additional Real Estate were mailed. Declarant is the Owner of all Units. With respect to Declarant owned Units, Declarant has notified itself.



Subscribed and sworn to before me
this 6 day of November, 2003.
Cynthia L. Sexton
Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Briggs and Morgan, P.A.
2200 First National Bank Building
St. Paul, MN 55101
(651) 223-6600 (TLB)

my office this
Monday 2004
mona Doebler
County Auditor/Treasurer
Mona Doebler
County Auditor/Treasurer

Office of the County Recorder
Sherburne County, MN

Doc. No. 542451

Certified filed and/or recorded on

02-26-2004 at 10:45

Michelle Ashe, County Recorder

By [Signature] Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
SECOND AMENDMENT TO DECLARATION**

75-713-0115; 0215
WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as document number 540212 and

WHEREAS, Declarant is executing and recording this Second Amendment to the Declaration to add Lot 3, Block 1 and Lot 3, Block 2, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 3, Block 1 and Lot 3, Block 2, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lots 1 and 2, Block 1; Lot 6, Block 1; Lots 1 and 2, Block 2,; Lots 1 through 6,

Block 3; and Outlots A, B, C, D, E, F, G and H, ELK RIVER STATION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 16 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 46.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

my office this
ibmany 2004
mona Doebler
County Auditor/Treasurer
W. Keeler
ity Auditor/Treasurer


Office of the County Recorder
Sherburne County, MN

Doc. No. 542451

Certified filed and/or recorded on

02-26-2004 at 10:45

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
SECOND AMENDMENT TO DECLARATION**

75-713-0115; 0215
WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as document number 540212 and

WHEREAS, Declarant is executing and recording this Second Amendment to the Declaration to add Lot 3, Block 1 and Lot 3, Block 2, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 3, Block 1 and Lot 3, Block 2, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lots 1 and 2, Block 1; Lot 6, Block 1; Lots 1 and 2, Block 2; Lots 1 through 6,

Block 3; and Outlots A, B, C, D, E, F, G and H, ELK RIVER STATION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 16 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 46.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

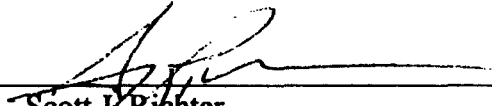
7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 31 day of December, 2003.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION,

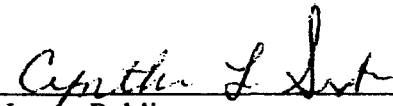
A Nevada Corporation,
Its Managing General Partner

By: 

Scott J. Richter
Division President

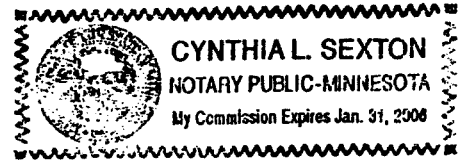
STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 31 day of December, 2003, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.



Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



AFFIDAVIT OF SERVICE

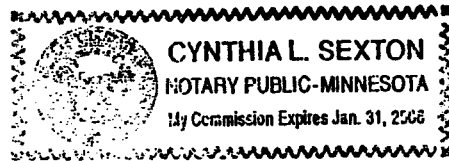
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on November 4, 2003, there were no homeowner owners of Units in Woods at Elk River Station, therefore no Notices of Intention to add Additional Real Estate were mailed. Declarant is the Owner of all Units. With respect to Declarant owned Units, Declarant has notified itself.

[Handwritten signature]

Subscribed and sworn to before me
this 31 day of November, 2003.
[Handwritten signature]

Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)

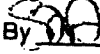
Office of the County Recorder
Sherburne County, MN

Doc. No. 542452

Certified filed and/or recorded on

02-26-2004 at 10:45

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 20.00

REAPPORTIONMENT OF ORIGINAL DITCH BENEFITS

M.S. 103E.315 and 103E.631

"This reapportionment does not constitute a lien on the property, but is notice under M.S. 103E that the tract is benefited land."

According to M.S. 103E631 the following parcels described as PID# 75-713-0215 Lot 3, Block 2 Elk River Station in the name of Centex Homes with a share of County Ditch #10 has been reapportioned to meet the requirements of the statute, resulting in the following:

CIC# 46 Woods at Elk River Station

Unit 3301	.09	Unit 3306	.09
Unit 3302	.09	Unit 3307	.09
Unit 3303	.09	Unit 3308	.10
Unit 3304	.09	Unit 3309	.10
Unit 3305	.09	Unit 3310	.10

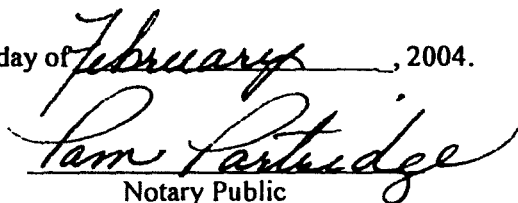
This does not constitute a lien on the property.

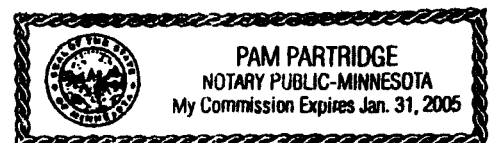
Witness my hand and seal this 19 day of February, 2004.


County Auditor/Treasurer

Subscribed and sworn before me this 19 day of February, 2004.

This Instrument was drafted by:
Sherburne County Auditor/Treasurer's Office
Elk River MN 55330


Notary Public



Office of the County Recorder
Sherburne County, MN

Doc. No. 542453

Certified filed and/or recorded on
02-26-2004 at 10:45

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 20.00

REAPPORTIONMENT OF ORIGINAL DITCH BENEFITS
M.S. 103E.315 and 103E.631

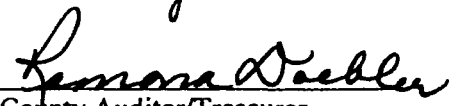
"This reapportionment does not constitute a lien on the property, but is notice under M.S. 103E that the tract is benefited land."

According to M.S. 103E631 the following parcels described as PID# 75-713-0115 Lot 3, Block 1 Elk River Station in the name of Centex Homes with a share of County Ditch #10 has been reapportioned to meet the requirements of the statute, resulting in the following:

CIC# 46 Woods at Elk River Station	Project #1	Project #2
Unit 2701	.08	.10
Unit 2702	.08	.11
Unit 2703	.08	.11
Unit 2704	.08	.11
Unit 2705	.08	.11
Unit 2706	.08	.11

This does not constitute a lien on the property.

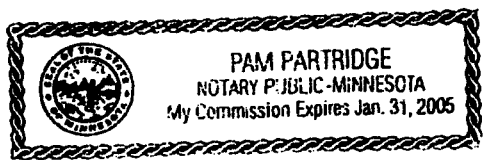
Witness my hand and seal this 19 day of February, 2004.


County Auditor/Treasurer

Subscribed and sworn before me this 19 day of February, 2004.

This Instrument was drafted by:
Sherburne County Auditor/Treasurer's Office
Elk River MN 55330


Notary Public



Office of the County Recorder
Sherburne County, MN

Doc. No. 545303

Certified filed and/or recorded on

03-26-2004 at 11:40

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
THIRD AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and will record the Second Amendment in the office of the Sherburne County Recorder before recording this Third Amendment, and

WHEREAS, Declarant is executing and recording this Third Amendment to the Declaration to add Lot 2, Block 2, and Lot 4, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 14 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 2, Block 2 and Lot 4, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 14 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lots 1 and 2, Block 1; Lot 6, Block 1; Lot 1, Block 2; Lots 1 through 3 and 5 and 6, Block 3; and Outlots A, B, C, D, E, F, G and H, ELK RIVER STATION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 14 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 60.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

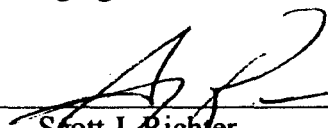
7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 12 day of February, 2004.

CENTEX HOMES, a Nevada general partnership

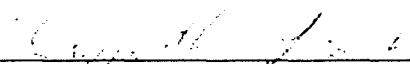
By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 12 day of February, 2004, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.



Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



AFFIDAVIT OF SERVICE

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

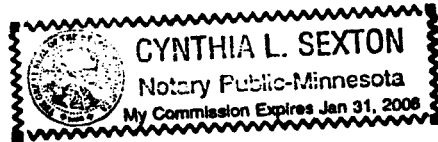
Connie McGuire, being duly sworn on oath, states that on February 12, 2004 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service.

With respect to Declarant owned Units, Declarant has notified itself.

Connie McGuire

Subscribed and sworn to before me
this 14 day of February, 2004.

Cynthia L. Sexton
Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)

**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17169 Polk Drive

17165 Polk Drive

17158 Polk Circle

17167 Polk Circle

17166 Polk Circle

17170 Polk Circle

17174 Polk Circle

Phase 2, Bldgs #28 and #40

Phase 3, Bldgs # 32 and #1

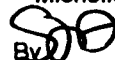
Office of the County Recorder
Sherburne County, MN

Doc. No. 547911

Certified filed and/or recorded on

04-21-2004 at 11:20

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
FOURTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and will record the Second Amendment in the office of the Sherburne County Recorder before recording this Fourth Amendment, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and will record the Third Amendment in the office of the Sherburne County Recorder before recording this Fourth Amendment, and

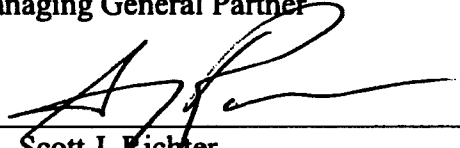
6. The Association has not required the inclusion of any other provisions in this Amendment.

7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 2 day of March, 2004.

CENTEX HOMES, a Nevada general partnership


By: CENTEX REAL ESTATE CORPORATION,
A Nevada Corporation,
Its Managing General Partner

By: 

Scott J. Richter
Division President

STATE OF MINNESOTA)
)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 2 day of March, 2004, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.



Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



AFFIDAVIT OF SERVICE

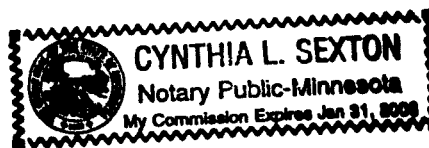
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on March 2, 2004 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service. With respect to Declarant owned Units, Declarant has notified itself.

Cynthia L. Sexton

Subscribed and sworn to before me
this 2 day of March, 2004.
Cynthia L. Sexton

Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)

**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice

FROM: Centex Homes
12400 Whitewater Drive, Suite 120
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership

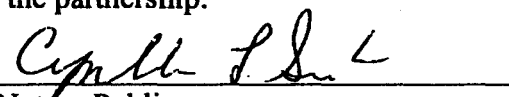
By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

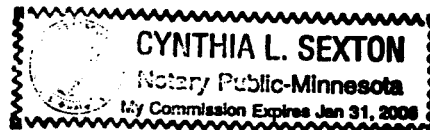
By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 2 day of March, 2004, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.


Cynthia L. Sexton
Notary Public

Drafted by:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17169 Polk Drive
17165 Polk Drive
17158 Polk Circle
17162 Polk Circle
17167 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

Phase 2, Bldgs #28 and #40

Phase 3, Bldgs # 32 and #1

Phase 4, Bldge #31 and #3


Office of the County Recorder
Sherburne County, MN

Doc. No. 551658

Certified filed and/or recorded on
05-25-2004 at 11:20

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 30.00

Filed in my office this
25 day of May 2004
Ramona Doebler
Sherburne County Auditor/Treasurer
by  Deputy Auditor/Treasurer

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
FIFTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and will record the Third Amendment in the office of the Sherburne County Recorder before recording this Fifth Amendment, and

75-713-0116;0325

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on March 2, 2004 and will record the Fourth Amendment in the office of the Sherburne County Recorder before recording this Fifth Amendment, and

WHEREAS, Declarant is executing and recording this Fifth Amendment to the Declaration to add Lot 2, Block 1, and Lot 5, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 14 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 2, Block 1 and Lot 5, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 14 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 1, Block 1; Lot 6, Block 1; Lots 1, 2 and 6, Block 3; and Outlots A, B, C, D, E, F, G and H, ELK RIVER STATION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 14 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 90.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.


7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 7 day of April, 2004.

CENTEX HOMES, a Nevada general partnership

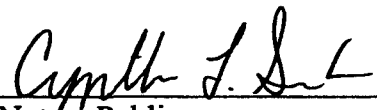
By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

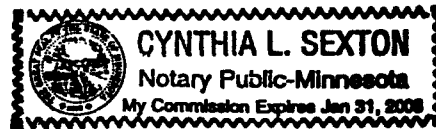
By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 7 day of April, 2004, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.


Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice

FROM: Centex Homes
12400 Whitewater Drive, Suite 120
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

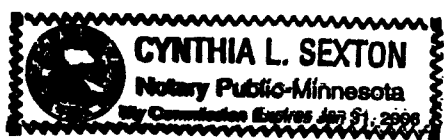
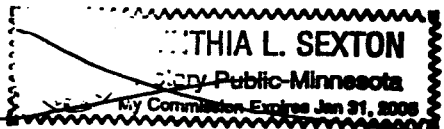
By: _____
Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 7 day of April, 2004, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.

Cynthia L. Sexton
Notary Public

Drafted by:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17169 Polk Drive
17165 Polk Drive
17158 Polk Circle
17162 Polk Circle
17167 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

Phase 2, Bldgs #28 and #40

10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
17171 Polk Circle NW
17159 Polk Circle NW
17152 Polk Circle NW

Phase 3, Bldgs #27 and 33

Phase 4, Bldgs # 32 and #1

Phase 5, Bldgs #31 and #3

Phase 6, Bldgs #26 and #2


Office of the County Recorder
Sherburne County, MN

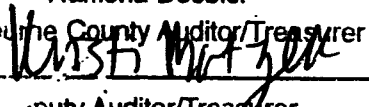
Doc. No. 562096

Certified filed and/or recorded on

08-31-2004 at 12:15

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 32.00

Filed in my office this
20th Day of August 2004
Ramona Doebler
Sherburne County Auditor/Treasurer
by 
Deputy Auditor/Treasurer

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
SIXTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant is executing and recording this Sixth Amendment to the Declaration to add Lot 1, Block 1, and Lot 2, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 1, Block 1 and Lot 2, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; Lots 1 and 6, Block 3; and Outlots A, B, C, D, E, F, and G, ELK RIVER STATION, Lots 1-10, Block 1; Lots 1-6, Block 2, Lots 1-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 16 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 106.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized

replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17169 Polk Drive
17165 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

Phase 2, Bldgs #28 and #40

10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
171 Polk Circle NW
17159 Polk Circle NW
17152 Polk Circle NW

Phase 3, Bldgs #27 and 33

Phase 4, Bldgs # 32 and #1

Phase 5, Bldgs #31 and #3

Phase 6, Bldgs #26 and #2

Phase 7, Bldgs #5 and #25

Office of the County Recorder
Sherburne County, MN


Doc. No. 562099

Certified filed and/or recorded on

08-31-2004 at 12:15

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 29.50

Filed in my office this
26 day of August 2004
Ramona Doebler
Sherburne County Auditor/Treasurer
by 
Deputy Auditor/Treasurer

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
SEVENTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and record the Sixth Amendment in the office of the Sherburne County Recorder on _____ as Document Number _____, and

WHEREAS, Declarant is executing and recording this Seventh Amendment to the Declaration to add Lot 6, Block 3, and Outlots A, B and C, ELK RIVER STATION, Sherburne County, Minnesota and the 6 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.
2. This Amendment adds Lot 6, Block 3 and Outlots A, B and C, ELK RIVER STATION, Sherburne County, Minnesota and the 6 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; Lot 1, Block 3; and Outlots D, E, F, and G, ELK RIVER STATION, Lots 1-10, Block 1; Lots 1-6, Block 2, Lots 1-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota.
3. The Unit Identifiers for the 6 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.
4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 112.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 25 day of June, 2004.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

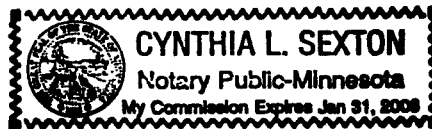
By: [Signature]
Scott J. Richter
Division President

STATE OF MINNESOTA)
)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 25 day of June, 2004, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.

[Signature]
Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



AFFIDAVIT OF SERVICE

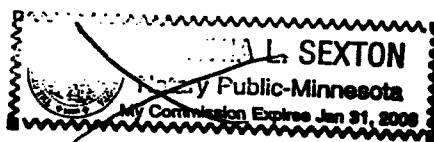
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on June 25, 2004 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service. With respect to Declarant owned Units, Declarant has notified itself.

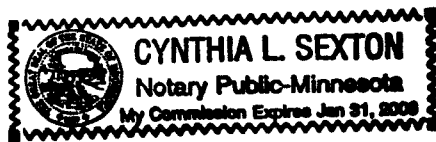
Connie McGuire

Subscribed and sworn to before me this 25 day of June, 2004.

Cynthia L. Sexton
Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice

FROM: Centex Homes
12400 Whitewater Drive, Suite 120
Minnetonka, MN 55343

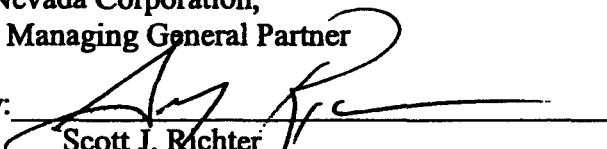
Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

By:



Scott J. Richter
Division President

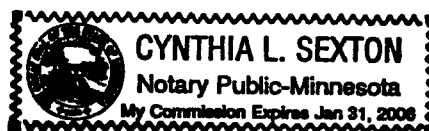
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 25 day of June, 2004, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.



Notary Public

Drafted by:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10635 171st Avenue NW

Phase 2, Bldgs #28 and #40

10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10587 171st Avenue NW

17177 Polk Street NW
17171 Polk Street NW

17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17160 Olson Drive NW
17166 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1

17177 Polk Court NW
17182 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3

Phase 6, Bldgs #26 and #2

Phase 7, Bldgs #5 and #25

Phase 8, Bldg # 4

Filed in my office this
24 day of September 2004
Ramona Doebler
Sherburne County Auditor/Treasurer
by *[Signature]*
Deputy Auditor/Treasurer

Office of the County Recorder
Sherburne County, MN
Doc. No. 564497
Certified filed and/or recorded on
09-24-2004 at 10:30
Michelle Ashe, County Recorder
By *[Signature]* Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
EIGHTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant is executing and recording this Eighth Amendment to the Declaration to add Lot 10, Block 1, ELK RIVER STATION 2ND ADDITION and Lot 1, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 10, Block 1 ELK RIVER STATION 2ND ADDITION and Lot 1, Block 3, ELK RIVER STATION, Sherburne County, Minnesota and the 16 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; and Outlots D, E, F, and G, ELK RIVER STATION, Lots 1-9, Block 1; Lots 1-6, Block 2, Lots 1-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 16 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this

Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 128.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 2 day of August, 2004.

CENTEX HOMES, a Nevada general partnership


By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

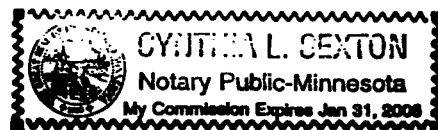
By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 2 day of August, 2004, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.


Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



AFFIDAVIT OF SERVICE

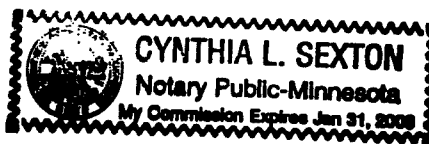
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on August 2, 2004 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service.

With respect to Declarant owned Units, Declarant has notified itself.

Connie McGuire

Subscribed and sworn to before me
this 2 day of August, 2004.
Cynthia L. Sexton
Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)

**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice


FROM: Centex Homes
12400 Whitewater Drive, Suite 120
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership

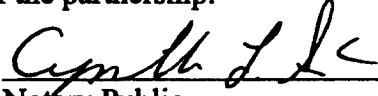
By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 2 day of August, 2004, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.


Cynthia L. Sexton
Notary Public

Drafted by:
Centex Homes
12400 Whitewater Drive, #120
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW

Phase 2, Bldgs #28 and #40 (c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10575 171st Avenue NW
10579 171st Avenue NW
10587 171st Avenue NW
17177 Polk Street NW
17171 Polk Street NW

17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1

17189 Polk Court NW
17183 Polk Court NW
17165 Polk Court NW
17177 Polk Court NW
17182 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17214 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW
17182 Polk Court NW

17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2

17137 Polk Street NW
17127 Polk Street NW

10609 172nd Lane NW
196221 172nd Lane NW

Phase 7, Bldgs #5 and #25

Phase 8, Bldg # 4

29 Filed in my office this
day of October, 2004

Ramona Doebler

Sherburne County Auditor/Treasurer

by Ramona Doebler

Deputy Auditor/Treasurer

Office of the County Recorder
Sherburne County, MN

Doc. No. 568011

Certified filed and/or recorded on

10-29-2004 at 02:15

Michelle Ashe, County Recorder

By SJA Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
NINTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Documents Number 564497, and

WHEREAS, Declarant is executing and recording this Ninth Amendment to the Declaration to add Lots 5 and 9, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 14 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lots 5 and 9, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 14 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; and Outlots D, E, F, and G, ELK RIVER STATION, Lots 1-4 and 6-8, Block 1; Lots 1-6, Block 2, Lots 1-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 14 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 142.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 1 day of September, 2004.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

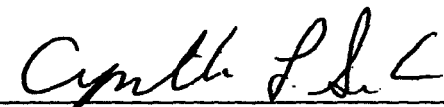
By: _____


Scott J. Richter
Division President

STATE OF MINNESOTA)
)
COUNTY OF HENNEPIN)

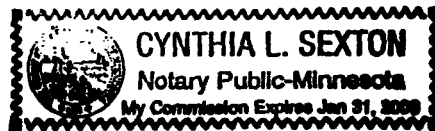
SS:

The foregoing instrument was acknowledged before me this 1 day of September, 2004, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.



Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



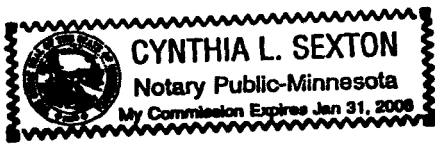
AFFIDAVIT OF SERVICE

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on September 1, 2004 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service. With respect to Declarant owned Units, Declarant has notified itself.

Connie McGuire

Subscribed and sworn to before me
this 1 day of September, 2004.
Cynthia L. Sexton
Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)

**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice

FROM: Centex Homes
12701 Whitewater Drive, Suite 300
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership


By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

By: 
Scott J. Richter
Division President

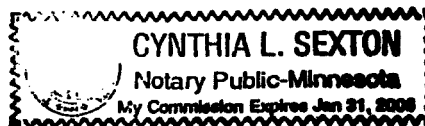
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 1 day of September, 2004, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.



Notary Public

Drafted by:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW

Phase 2, Bldgs #28 and #40 (c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10575 171st Avenue NW
10579 171st Avenue NW
10587 171st Avenue NW
17177 Polk Street NW
17171 Polk Street NW

17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1

17189 Polk Court NW
17183 Polk Court NW
17165 Polk Court NW
17177 Polk Court NW
17182 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17214 Quincy Street NW
17218 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW

17182 Polk Court NW
17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10616 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2

17137 Polk Street NW
17127 Polk Street NW
17117 Polk Street NW
17107 Polk Street NW
17106 Olson Court NW
17116 Olson Court NW
17136 Olson Court NW

10609 172nd Lane NW
10621 172nd Lane NW

Phase 7, Bldgs #5 and #25

Phase 8, Bldg # 4

Phase 9, Bldgs #9 and 24

Phase 10, Bldgs #23 and 19

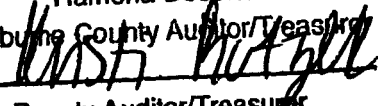
Office of the County Recorder
Sherburne County, MN

Doc. No. 572155

Certified filed and/or recorded on
12-10-2004 at 10:00

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 30.00

Filed in my office this
10th day of December, 2004
Ramona Doepler
Sherburne County Auditor/Treasurer
by 
Deputy Auditor/Treasurer

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
TENTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and will record the Eighth Amendment in the office of the Sherburne County Recorder before recording this Tenth Amendment, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and will record the Ninth Amendment in the office of the Sherburne County Recorder before recording this Tenth Amendment, and

WHEREAS, Declarant is executing and recording this Tenth Amendment to the Declaration to add Lots 4 and 8, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 14 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lots 4 and 8, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 14 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; and Outlots D, F, and G, ELK RIVER STATION, Lots 1-3 and 6 and 7, Block 1; Lots 1-6, Block 2, Lots 1-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota. Outlot E has been replatted into the Pullman Place and is no longer additional real estate.

3. The Unit Identifiers for the 14 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

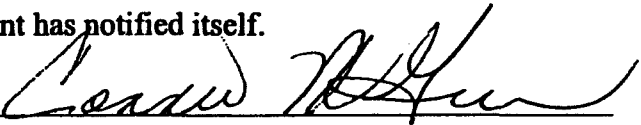
4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 156.

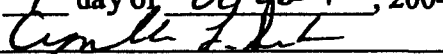
5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

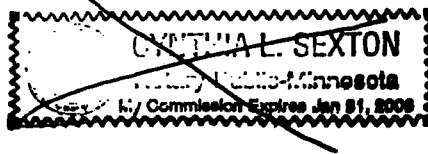
AFFIDAVIT OF SERVICE

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

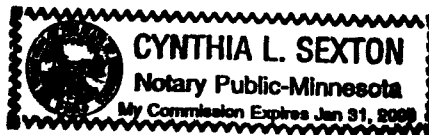
Connie McGuire, being duly sworn on oath, states that on October 4, 2004 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service. With respect to Declarant owned Units, Declarant has notified itself.



Subscribed and sworn to before me
this 4 day of October, 2004.

Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice

FROM: Centex Homes
12701 Whitewater Drive, Suite 300
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner


By:



Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 4 day of October, 2004, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.



Notary Public

Drafted by:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW

Phase 2, Bldgs #28 and #40
(c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10575 171st Avenue NW
10579 171st Avenue NW
10583 171st Avenue NW
10587 171st Avenue NW
17177 Polk Street NW
17171 Polk Street NW

17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1

17189 Polk Court NW
17183 Polk Court NW
17165 Polk Court NW
17177 Polk Court NW
17182 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17226 Quincy Street NW
17220 Quincy Street NW
17214 Quincy Street NW
17208 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW
17181 Polk Drive NW
17182 Polk Court NW
17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10616 172nd Lane NW
10608 172nd Lane NW
10604 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2

17137 Polk Street NW
17127 Polk Street NW
17117 Polk Street NW
17107 Polk Street NW
17106 Olson Court NW
17116 Olson Court NW
17126 Olson Court NW
17136 Olson Court NW

10609 172nd Lane NW
10621 172nd Lane NW

Phase 7, Bldgs #5 and #25

10580 172nd Lane NW
10576 172nd Lane NW

Affidavit of Service
Woods at Elk River
Page 2

Phase 7 (continued)

17149 Olson Court NW
17139 Olson Court NW
17109 Olson Court NW
17108 Olson Court NW

10580 172nd Lane NW
10576 172nd Lane NW

Phase 8, Bldg # 4

10593 172nd Lane NW

Phase 9, Bldgs #9 and 24

Phase 10, Bldgs #23 and 19

Phase 11, Bldgs #22 and 18

Office of the County Recorder
Sherburne County, MN

Doc. No. 574125

Filed in my office this
30 day of **December** **2004**
Ramona Doebler
Sherburne County Auditor/Treasurer
by **WASH MITCHELL**
Deputy Auditor/Treasurer

Certified filed and/or recorded on
12-30-2004 at **08:40**
Michelle Ashe, County Recorder
By **SOO** Deputy Fee: \$ 30.00

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
ELEVENTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and will record the Eighth Amendment in the office of the Sherburne County Recorder before recording this Tenth Amendment, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and will record the Ninth Amendment in the office of the Sherburne County Recorder before recording this Tenth Amendment, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and will record the Tenth Amendment in the office of the Sherburne County Recorder before recording this Eleventh Amendment, and

WHEREAS, Declarant is executing and recording this Eleventh Amendment to the Declaration to add Lots 3 and 7, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 14 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lots 3 and 7, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 14 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; and Outlots D, F, and G, ELK RIVER STATION, Lots 1, 2 and 6,

Block 1; Lots 1-6, Block 2, Lots 1-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota. Outlot E has been replatted into the Pullman Place and is no longer additional real estate.

3. The Unit Identifiers for the 14 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 170.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

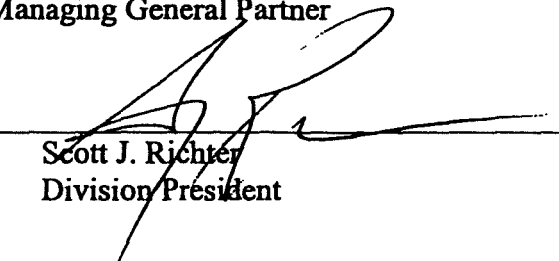
7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 9 day of November, 2004.

CENTEX HOMES, a Nevada general partnership

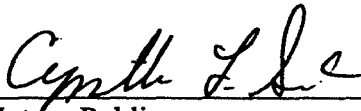
By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 9 day of November, 2004, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.



Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW

Phase 2, Bldgs #28 and #40
(c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10575 171st Avenue NW
10579 171st Avenue NW
10583 171st Avenue NW
10587 171st Avenue NW
10591 171st Avenue NW

17177 Polk Street NW
17171 Polk Street NW
17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1

17189 Polk Court NW
17183 Polk Court NW
17165 Polk Court NW
17177 Polk Court NW
17176 Polk Court NW
17182 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17226 Quincy Street NW
17220 Quincy Street NW
17214 Quincy Street NW
17208 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW
17181 Polk Drive NW
17182 Polk Court NW
17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10616 172nd Lane NW
10608 172nd Lane NW
10604 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2

17137 Polk Street NW
17127 Polk Street NW
17117 Polk Street NW
17107 Polk Street NW
17106 Olson Court NW
17116 Olson Court NW
17126 Olson Court NW
17136 Olson Court NW

10609 172nd Lane NW
10617 172nd Lane NW
10621 172nd Lane NW
10576 172nd Lane NW

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Phase 7, Bldgs #5 and #25

17149 Olson Court NW
17139 Olson Court NW
17129 Olson Court NW
17119 Olson Court NW
17109 Olson Court NW
17108 Olson Court NW
17128 Olson Court NW
17148 Olson Court NW

10580 172nd Lane NW
10576 172nd Lane NW

Phase 8, Bldg # 4

10581 172nd Lane NW
10593 172nd Lane NW

Phase 9, Bldgs #9 and 24

17141 Nixon Drive NW
17111 Nixon Drive NW
17101 Nixon Drive NW

Phase 10, Bldgs #23 and 19

Phase 11, Bldgs #22 and 18

Phase 12, Bldgs #21 and 17

Office of the County Recorder
Sherburne County, MN

Doc. No. 579727

Filed in my office this
4 day of March 2005

Ramona Doebler

Sherburne County Auditor/Treasurer

by Chris Butz

Deputy Auditor/Treasurer

Certified filed and/or recorded on

03-04-2005 at 12:15

Michelle Ashe, County Recorder

BY MSA Deputy Fee: \$ 32.50

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
TWELFTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and will record the Tenth Amendment in the office of the Sherburne County Recorder before recording this Twelfth Amendment, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and will record the Eleventh Amendment in the office of the Sherburne County Recorder before recording this Twelfth Amendment, and

WHEREAS, Declarant is executing and recording this Twelfth Amendment to the Declaration to add Lots 2 and 6, Block 1, Lot 1, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 20 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lots 2 and 6, Block 1, Lot 1, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 20 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; and Outlots D, F, and G, ELK RIVER STATION, Lot 1, Block 1; Lots 1-6, Block 2, Lots 2-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 20 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 190.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

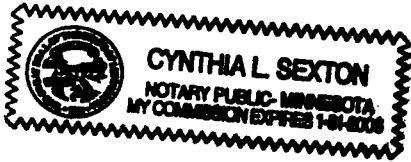
AFFIDAVIT OF SERVICE

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on December 16, 2004 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service. With respect to Declarant owned Units, Declarant has notified itself.

Connie McGuire

Subscribed and sworn to before me
this 16 day of December, 2004.
Cynthia L. Sexton
Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)

**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice

FROM: Centex Homes
12701 Whitewater Drive, Suite 300
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership


By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 17 day of December, 2004, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.



Notary Public

Drafted by:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW
10639 171st Avenue NW
10643 171st Avenue NW

Phase 2, Bldgs #28 and #40 (c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10575 171st Avenue NW
10579 171st Avenue NW
10583 171st Avenue NW
10587 171st Avenue NW
10591 171st Avenue NW

17177 Polk Street NW
17171 Polk Street NW
17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1 (c)

17195 Polk Court NW
17189 Polk Court NW
17183 Polk Court NW
17177 Polk Court NW
17176 Polk Street NW
17182 Polk Street NW
17188 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17226 Quincy Street NW
17220 Quincy Street NW
17214 Quincy Street NW
17208 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3 (c)

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW
17181 Polk Drive NW
17182 Polk Court NW
17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10616 172nd Lane NW
10612 172nd Lane NW
10608 172nd Lane NW
10604 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2 (c)

17137 Polk Street NW
17127 Polk Street NW
17117 Polk Street NW
17107 Polk Street NW
17106 Olson Court NW
17116 Olson Court NW
17126 Olson Court NW
17136 Olson Court NW

10601 172nd Lane NW
10605 172nd Lane NW
10609 172nd Lane NW
10613 172nd Lane NW
10617 172nd Lane NW
10621 172nd Lane NW

Affidavit of Service
Woods at Elk River
Page 2

Phase 7, Bldgs #5 and #25

17149 Olson Court NW
17139 Olson Court NW
17129 Olson Court NW
17119 Olson Court NW
17109 Olson Court NW
17108 Olson Court NW
17118 Olson Court NW
17138 Olson Court NW
17128 Olson Court NW
17148 Olson Court NW

10580 172nd Lane NW
10576 172nd Lane NW

Phase 8, Bldg # 4

10581 172nd Lane NW
10585 172nd Lane NW
10589 172nd Lane NW
10593 172nd Lane NW

Phase 9, Bldgs #6 and 24

17141 Nixon Drive NW
17121 Nixon Drive NW
17111 Nixon Drive NW
17101 Nixon Drive NW
17100 Nixon Street NW
17110 Nixon Street NW
17120 Nixon Street NW
17130 Nixon Street NW
17140 Nixon Street NW

17227 Polk Street NW

Phase 10, Bldgs #23 and 19

17147 Monroe Street NW

Phase 11, Bldgs #22 and 18

Phase 12, Bldgs #21 and 17

Phase 13, Bldgs #20, 16 and 7

Filed in my office this
28 day of March 2005

By Kristi Keeler
Deputy Auditor/Treasurer

Office of the County Recorder
Sherburne County, MN

Doc. No. 581645

Certified filed and/or recorded on

03-28-2005 at 10:50

Michelle Ashe, County Recorder

By [Signature] Deputy Fee: \$ 29.50

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
THIRTEENTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and will record the Twelfth Amendment in the office of the Sherburne County Recorder before recording this Thirteenth Amendment, and

WHEREAS, Declarant is executing and recording this Thirteenth Amendment to the Declaration to add Lot 6, Block 2, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 8 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 6, Block 2, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 8 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Lot 6, Block 1; and Outlots D, F, and G, ELK RIVER STATION, Lot 1, Block 1; Lots 1-5, Block 2, and Lots 2-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 8 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 198.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

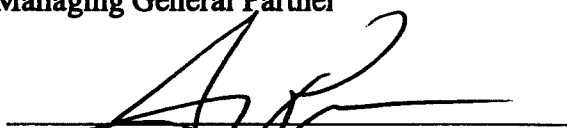
6. The Association has not required the inclusion of any other provisions in this Amendment.

7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 3 day of February, 2005.

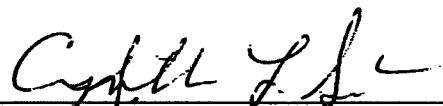
CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION,
A Nevada Corporation,
Its Managing General Partner

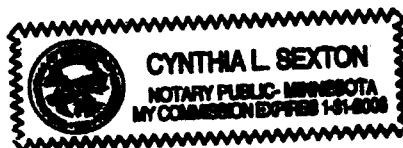
By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 3 day of February, 2005, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.


Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



AFFIDAVIT OF SERVICE

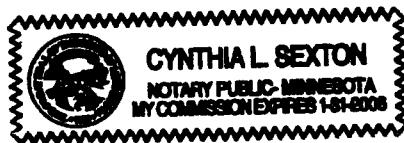
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on February 3, 2005 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service. With respect to Declarant owned Units, Declarant has notified itself.

Connie McGuire

Subscribed and sworn to before me
this 3 day of February, 2005.
Cynthia L. Sexton
Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT A TO AFFIDAVIT OF WOODS AT ELK RIVER STATION OF THE
DECLARANT'S INTENTION TO ADD ADDITIONAL REAL ESTATE**

TO: Unit Owners Entitled to Legal Notice

FROM: Centex Homes
12701 Whitewater Drive, Suite 300
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file an amendment to the Declaration of Common Interest Community for Common Interest Community Number 46, Woods at Elk River Station (the "Declaration") adding additional real estate to the Common Interest Community pursuant to the provisions of Minnesota Statutes §515B.2-111 and Section 9 of the Declaration. Declarant is obligated to provide a copy of the Amendment to Unit Owners at no cost within five business days of the Unit Owner's request.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

By: _____

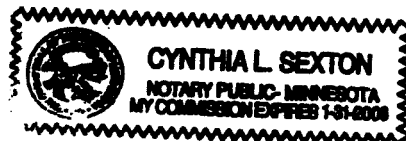
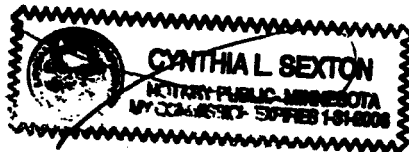
Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 3 day of February, 2005, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.

Cynthia L. Sexton
Notary Public

Drafted by:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)



**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

(c)

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW
10639 171st Avenue NW
10643 171st Avenue NW
10643 171st Avenue NW

Phase 2, Bldgs #28 and #40 (c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10575 171st Avenue NW
10579 171st Avenue NW
10583 171st Avenue NW
10587 171st Avenue NW
10591 171st Avenue NW

17177 Polk Street NW
17171 Polk Street NW
17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1 (c)

17195 Polk Court NW
17189 Polk Court NW
17183 Polk Court NW
17177 Polk Court NW
17176 Polk Street NW
17182 Polk Street NW
17188 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17226 Quincy Street NW
17220 Quincy Street NW
17214 Quincy Street NW
17208 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3 (c)

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW
17181 Polk Drive NW
17182 Polk Court NW
17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10616 172nd Lane NW
10612 172nd Lane NW
10608 172nd Lane NW
10604 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2 (c)

17137 Polk Street NW
17127 Polk Street NW
17117 Polk Street NW
17107 Polk Street NW
17106 Olson Court NW
17116 Olson Court NW
17126 Olson Court NW
17136 Olson Court NW

10601 172nd Lane NW
10605 172nd Lane NW
10609 172nd Lane NW
10613 172nd Lane NW
10617 172nd Lane NW
10621 172nd Lane NW

Phase 7, Bldgs #5 and #25

17149 Olson Court NW
17139 Olson Court NW
17129 Olson Court NW
17119 Olson Court NW
17109 Olson Court NW
17108 Olson Court NW
17118 Olson Court NW
17138 Olson Court NW
17128 Olson Court NW
17148 Olson Court NW

10580 172nd Lane NW
10576 172nd Lane NW

Phase 8, Bldg # 4

10581 172nd Lane NW
10585 172nd Lane NW
10589 172nd Lane NW
10593 172nd Lane NW

Phase 9, Bldgs #6 and 24

17141 Nixon Drive NW
17131 Nixon Drive NW
17121 Nixon Drive NW
17111 Nixon Drive NW
17101 Nixon Drive NW
17100 Nixon Street NW
17110 Nixon Street NW
17120 Nixon Street NW
17130 Nixon Street NW
17140 Nixon Street NW

17227 Polk Street NW

Phase 10, Bldgs #23 and 19

17147 Monroe Street NW
17139 Monroe Street NW

17143 Nixon Street NW
17133 Nixon Street NW
17123 Nixon Street NW
17113 Nixon Street NW
17103 Nixon Street NW
17112 Nixon Street NW
17142 Nixon Street NW

Phase 11, Bldgs #22 and 18

Phase 12, Bldgs #21 and 17

Phase 13, Bldgs #20, 16 and 7

Phase 14, Bldg #39

Filed in my office this
5 day of June, 2005

Ramona Doeblor
Sherburne County Auditor/Treasurer
by Kristi Keeler
Deputy Auditor/Treasurer

Office of the County Recorder
Sherburne County, MN

Doc. No. 589670

Certified filed and/or recorded on

06-15-2005 at 11:10

Michelle Ashe, County Recorder

[Signature] Deputy Fee: \$ 31.00



589670

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
FOURTEENTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and will record the Thirteenth Amendment in the office of the Sherburne County Recorder before recording this Fourteenth Amendment, and

WHEREAS, Declarant is executing and recording this Fourteenth Amendment to the Declaration to add Lot 6, Block 1, ELK RIVER STATION and Lot 1, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 10 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 6, Block 1, ELK RIVER STATION and Lot 1, Block 1, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota and the 10 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 1-5, Block 2, and Lots 2-8, Block 3, ELK RIVER STATION 2ND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 10 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 208.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 24 day of March, 2005.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

By: _____

Scott J. Richter
Division President

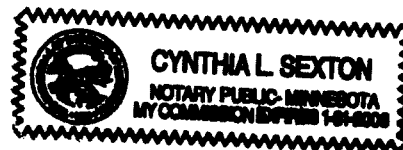
STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 24 day of March, 2005, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.

Cynthia L. Sexton

Notary Public

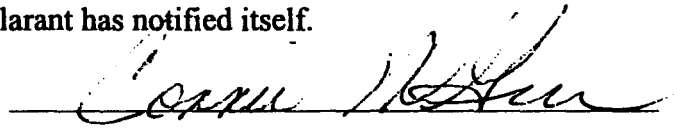
THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)

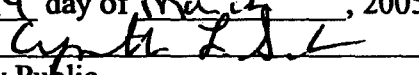


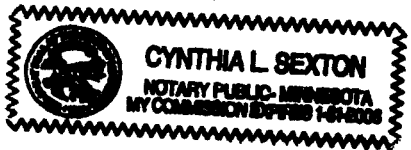
AFFIDAVIT OF SERVICE

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on March 24, 2005 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service. With respect to Declarant owned Units, Declarant has notified itself.



Subscribed and sworn to before me
this 24 day of March, 2005.

Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)

**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

(c)

17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
- 17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW
10639 171st Avenue NW
10643 171st Avenue NW
10643 171st Avenue NW

Phase 2, Bldgs #28 and #40 (c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
- 17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33

10575 171st Avenue NW
10579 171st Avenue NW
10583 171st Avenue NW
10587 171st Avenue NW
10591 171st Avenue NW

17177 Polk Street NW
17171 Polk Street NW
17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1 (c)

17195 Polk Court NW
17189 Polk Court NW
17183 Polk Court NW
17177 Polk Court NW
17176 Polk Street NW
17182 Polk Street NW
17188 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17226 Quincy Street NW
17220 Quincy Street NW
17214 Quincy Street NW
17208 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3 (c)

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW
17181 Polk Drive NW
17182 Polk Court NW
17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10616 172nd Lane NW
10612 172nd Lane NW
10608 172nd Lane NW
10604 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2 (c)

17137 Polk Street NW
17127 Polk Street NW
17117 Polk Street NW
17107 Polk Street NW
17106 Olson Court NW
17116 Olson Court NW
17126 Olson Court NW
17136 Olson Court NW

10601 172nd Lane NW
10605 172nd Lane NW
10609 172nd Lane NW
10613 172nd Lane NW
10617 172nd Lane NW
10621 172nd Lane NW

Phase 7, Bldgs #5 and #25

17149 Olson Court NW
17139 Olson Court NW
17129 Olson Court NW
17119 Olson Court NW
17109 Olson Court NW
17108 Olson Court NW
17118 Olson Court NW
17138 Olson Court NW
17128 Olson Court NW
17148 Olson Court NW

10580 172nd Lane NW
10576 172nd Lane NW

Phase 8, Bldg # 4

10581 172nd Lane NW
10585 172nd Lane NW
10589 172nd Lane NW
10593 172nd Lane NW

Phase 9, Bldgs #6 and 24

17141 Nixon Drive NW
17131 Nixon Drive NW
17121 Nixon Drive NW
17111 Nixon Drive NW
17101 Nixon Drive NW
17100 Nixon Street NW
17110 Nixon Street NW
17120 Nixon Street NW
17130 Nixon Street NW
17140 Nixon Street NW

17221 Polk Street NW
17227 Polk Street NW

Phase 10, Bldgs #23 and 19

17147 Monroe Street NW
17139 Monroe Street NW

17143 Nixon Street NW
17133 Nixon Street NW
17123 Nixon Street NW
17113 Nixon Street NW
17103 Nixon Street NW
17112 Nixon Street NW
17122 Nixon Street NW
17132 Nixon Street NW
17142 Nixon Street NW

Phase 11, Bldgs #22 and 18

17145 Nixon Court NW
17115 Nixon Court NW

Phase 12, Bldgs #21 and 17

17161 Monroe Street NW

Phase 13, Bldgs #20, 16 and 7


Phase 14, Bldg #39

Phase XV, Bldg # 15 and 30

Filed in my office this
7 day of August 2005
Ramona Doabler
County Auditor/Treasurer
Deputy Auditor/Treasurer

Office of the County Recorder
Sherburne County, MN
Doc. No. 596416

Certified filed and/or recorded on
08-17-2005 at 10:25
Michelle Ashe, County Recorder

By  Deputy Fee: \$ 58.00



**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
FIFTEENTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and will record the Fourteenth amendment in the office of the Sherburne County before recording this Fifteenth Amendment, and

WHEREAS, Declarant is executing and recording this Fifteenth Amendment to the Declaration to add Lot 5, Block 2 and Lot 2, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 16 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 5, Block 2 and Lot 2, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 16 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 1-4, Block 2, and Lots 3-8, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 16 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 224.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

6. The Association has not required the inclusion of any other provisions in this Amendment.

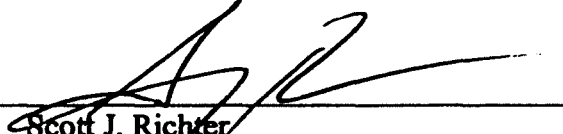
7. Except as modified in this Amendment, all of the terms and conditions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, Centex Homes has executed this Amendment as of this 30 day of April, 2005.

CENTEX HOMES, a Nevada general partnership

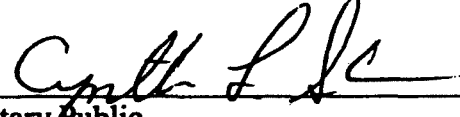
By: CENTEX REAL ESTATE CORPORATION,

A Nevada Corporation,
Its Managing General Partner

By: 
Scott J. Richter
Division President

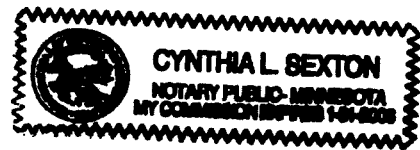
STATE OF MINNESOTA)
)
) SS:
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 30 day of April, 2005, by Scott J. Richter, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada General partnership, on behalf of said corporation.



Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM):



Phase 7, Bldgs #5 and #25

17149 Olson Court NW
17139 Olson Court NW
17129 Olson Court NW
17119 Olson Court NW
17109 Olson Court NW
17108 Olson Court NW
17118 Olson Court NW
17138 Olson Court NW
17128 Olson Court NW
17148 Olson Court NW

10584 172nd Lane NW
10580 172nd Lane NW
10576 172nd Lane NW

Phase 8, Bldg # 4

10581 172nd Lane NW
10585 172nd Lane NW
10589 172nd Lane NW
10593 172nd Lane NW

Phase 9, Bldgs #6 and 24

17141 Nixon Drive NW
17131 Nixon Drive NW
17121 Nixon Drive NW
17111 Nixon Drive NW
17101 Nixon Drive NW
17100 Nixon Street NW
17110 Nixon Street NW
17120 Nixon Street NW
17130 Nixon Street NW
17140 Nixon Street NW

17209 Polk Street NW
17215 Polk Street NW
17221 Polk Street NW
17227 Polk Street NW

Phase 10, Bldgs #23 and 19

17141 Monroe Street NW
17147 Monroe Street NW
17139 Monroe Street NW
17137 Monroe Street NW

17102 Nixon Court NW

17143 Nixon Street NW
17133 Nixon Street NW
17123 Nixon Street NW
17113 Nixon Street NW
17103 Nixon Street NW
17112 Nixon Street NW
17122 Nixon Street NW
17132 Nixon Street NW
17142 Nixon Street NW

Phase 11, Bldgs #22 and 18

17145 Nixon Court NW
17115 Nixon Court NW
17105 Nixon Court NW
17114 Monroe Court NW
17124 Monroe Court NW
17134 Monroe Court NW

17145 Monroe Street NW
17153 Monroe Street NW

Phase 12, Bldgs #21 and 17

17161 Monroe Street NW
17169 Monroe Street NW

17147 Monroe Court NW
17127 Monroe Court NW
17117 Monroe Court NW

Phase 13, Bldgs #20, 16 and 7

17230 Nixon Street NW


Phase 14, Bldg #39

Phase XV, Bldg # 15 and 30

Office of the County Recorder
Sherburne County, MN

Doc. No. 599619

Certified filed and/or recorded on
09-16-2005 at 12:15

Michelle Ashe, County Recorder
By  Deputy Fee: \$ 56.00



**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
SIXTEENTH AMENDMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30,2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30,2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and will record the Fourteenth Amendment in the office of the Sherburne County Recorder before recording this Sixteenth Amendment, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and will record the Fifteenth Amendment in the office of the Sherburne County Recorder before recording this Sixteenth Amendment, and

WHEREAS, Declarant is executing and recording this Sixteenth Amendment to the Declaration to add Lot 4, Block 2, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 10 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Amendment shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Amendment adds Lot 4, Block 2, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 10 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 1-3, Block 2, and Lots 3-8, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 16 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Amendment.

4. This Amendment reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Amendment (the "Existing Units") and allocates Allocated Interests to each Unit this Amendment adds to the Common Interest Community (the "New Units"). For purposes of this Amendment, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Amendment: 234.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated

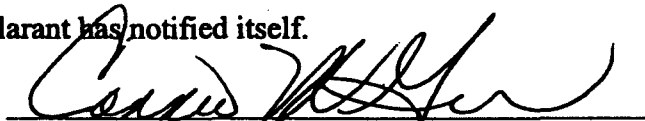
boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

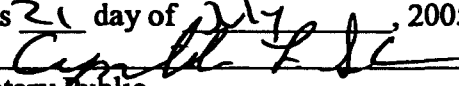
AFFIDAVIT OF SERVICE

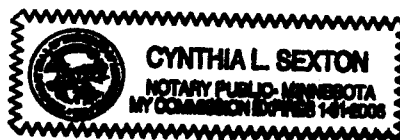
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on July 20, 2005 she deposited the Notice of Intention to Add Additional Real Estate attached as Exhibit A with the United States Postal Service, with postage prepaid, for delivery to the Owners of Units in Woods at Elk River Station at the addresses set forth on the Exhibit B. Declarant is the Owner of all Units not identified by address on the attached Exhibit A attached to the Affidavit of Service.

With respect to Declarant owned Units, Declarant has notified itself.



Subscribed and sworn to before me
this 20 day of July, 2005.

Notary Public



THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)

**EXHIBIT B
TO AFFIDAVIT OF SERVICE**

**WOODS AT ELK RIVER STATION
COMMON INTEREST COMMUNITY NUMBER 46
SHERBURNE COUNTY, MINNESOTA
ADDRESS LIST**

(ALL IN ELK RIVER, MN, 55330)

PHASE 1, Bldgs #29 and #41

(c)
17173 Polk Drive
17169 Polk Drive
17165 Polk Drive
17161 Polk Drive
17157 Polk Drive
17158 Polk Circle
17162 Polk Circle
17166 Polk Circle
17170 Polk Circle
17174 Polk Circle

10627 171st Avenue NW
10631 171st Avenue NW
10635 171st Avenue NW
10639 171st Avenue NW
10643 171st Avenue NW
10647 171st Avenue NW

Phase 2, Bldgs #28 and #40 (c)

10603 171st Avenue NW
10607 171st Avenue NW
10611 171st Avenue NW
10615 171st Avenue NW
10619 171st Avenue NW
10623 171st Avenue NW

17171 Polk Circle NW
17165 Polk Circle NW
17159 Polk Circle NW
17153 Polk Circle NW
17152 Polk Circle NW
17158 Polk Circle NW
17164 Polk Circle NW
17170 Polk Circle NW

Phase 3, Bldgs #27 and 33 (c)

10575 171st Avenue NW
10579 171st Avenue NW
10583 171st Avenue NW
10587 171st Avenue NW
10591 171st Avenue NW
10595 171st Avenue NW

17177 Polk Street NW
17171 Polk Street NW
17165 Polk Street NW
17159 Polk Street NW
17153 Polk Street NW
17154 Olson Drive NW
17160 Olson Drive NW
17166 Olson Drive NW
17172 Olson Drive NW
17178 Olson Drive NW

Phase 4, Bldgs # 32 and #1 (c)

17195 Polk Court NW
17189 Polk Court NW
17183 Polk Court NW
17177 Polk Court NW
17176 Polk Street NW
17182 Polk Street NW
17188 Polk Street NW
17194 Polk Street NW

17232 Quincy Street NW
17226 Quincy Street NW
17220 Quincy Street NW
17214 Quincy Street NW
17208 Quincy Street NW
17202 Quincy Street NW

Phase 5, Bldgs #31 and #3 (c)

17197 Polk Drive NW
17193 Polk Drive NW
17189 Polk Drive NW
17185 Polk Drive NW
17181 Polk Drive NW
17182 Polk Court NW
17186 Polk Court NW
17190 Polk Court NW
17194 Polk Court NW
17198 Polk Court NW

10620 172nd Lane NW
10616 172nd Lane NW
10612 172nd Lane NW
10608 172nd Lane NW
10604 172nd Lane NW
10600 172nd Lane NW

Phase 6, Bldgs #26 and #2 (c)

17137 Polk Street NW
17127 Polk Street NW
17117 Polk Street NW
17107 Polk Street NW
17106 Olson Court NW
17116 Olson Court NW
17126 Olson Court NW
17136 Olson Court NW

10601 172nd Lane NW
10605 172nd Lane NW
10609 172nd Lane NW
10613 172nd Lane NW
10617 172nd Lane NW
10621 172nd Lane NW

Phase 7, Bldgs #5 and #25

17149 Olson Court NW
17139 Olson Court NW
17129 Olson Court NW
17119 Olson Court NW
17109 Olson Court NW
17108 Olson Court NW
17118 Olson Court NW
17138 Olson Court NW
17128 Olson Court NW
17148 Olson Court NW

10584 172nd Lane NW
10580 172nd Lane NW
10576 172nd Lane NW

Phase 8, Bldg # 4

10581 172nd Lane NW
10585 172nd Lane NW
10589 172nd Lane NW
10593 172nd Lane NW

Phase 9, Bldgs #6 and 24

17141 Nixon Drive NW
17131 Nixon Drive NW
17121 Nixon Drive NW
17111 Nixon Drive NW
17101 Nixon Drive NW
17100 Nixon Street NW
17110 Nixon Street NW
17120 Nixon Street NW
17130 Nixon Street NW
17140 Nixon Street NW

17209 Polk Street NW
17215 Polk Street NW
17221 Polk Street NW
17227 Polk Street NW

Phase 10, Bldgs #23 and 19

17141 Monroe Street NW
17147 Monroe Street NW
17139 Monroe Street NW
17137 Monroe Street NW

17102 Nixon Court NW

17143 Nixon Street NW
17133 Nixon Street NW
17123 Nixon Street NW
17113 Nixon Street NW
17103 Nixon Street NW
17112 Nixon Street NW
17122 Nixon Street NW
17132 Nixon Street NW
17142 Nixon Street NW

Phase 11, Bldgs #22 and 18

17145 Nixon Court NW
17115 Nixon Court NW
17105 Nixon Court NW
17104 Monroe Court NW
17114 Monroe Court NW
17124 Monroe Court NW
17134 Monroe Court NW

17145 Monroe Street NW
17153 Monroe Street NW

Phase 12, Bldgs #21 and 17

17161 Monroe Street NW
17169 Monroe Street NW
17146 Monroe Drive NW
17106 Monroe Drive NW
17107 Monroe Court NW
17147 Monroe Court NW
17127 Monroe Court NW
17117 Monroe Court NW

Phase 13, Bldgs #20, 16 and 7

17133 Monroe Drive NW
17125 Monroe Drive NW
17118 Monroe Street NW
17128 Monroe Street NW
17148 Monroe Street NW

17189 Monroe Drive NW

17230 Nixon Street NW

Phase 14, Bldg #39

17169 Nixon Street NW
17163 Nixon Street NW
17157 Nixon Street NW
17151 Nixon Street NW
17150 Nixon Circle NW
17156 Nixon Circle NW
17162 Nixon Circle NW

Phase XV, Bldgs # 15 and 30

10663 171st Avenue NW

Phase XVI, Bldgs #8 and 38

Phase XVII, Bldg #37

Office of the County Recorder
Sherburne County, MN

Doc. No. 602629

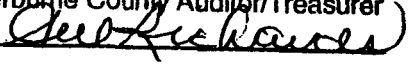
Certified filed and/or recorded on
10-19-2005 at 09:00

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 56.00



602629

Filed in my office this
19 day of Oct 2005
Ramona Doebler
Sherburne County Auditor/Treasurer
by 
Deputy Auditor/Treasurer

REVISED 17TH SUPPLEMENTAL - page 3 section 3, changed
number of units from 19 to 10

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
SEVENTEENTH SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and will record the Fourteenth Amendment in the office of the Sherburne County Recorder before recording this Seventeenth Supplement, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and will record the Fifteenth Amendment in the office of the Sherburne County Recorder before recording this Seventeenth Supplement, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and will record the Sixteenth Amendment in the office of the Sherburne County Recorder before recording this Seventeenth Supplement, and

WHEREAS, Declarant is executing and recording this Seventeenth Supplement to the Declaration to add Lot 3, Block 2, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 10 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.
2. This Supplement adds Lot 3, Block 2, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 10 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 1 and 2, Block 2, and Lots 3-8, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota.
3. The Unit Identifiers for the 10 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.
4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 244.

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.


Office of the County Recorder
Sherburne County, MN

Doc. No. 616973

Certified filed and/or recorded on

03-31-2006 at 11:10

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 48.00



616973

Doc. No. 609651

Certified filed and/or recorded on

12-29-2005 at 02:10

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 58.00



609651

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
EIGHTEENTH SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and recorded the Fourteenth Amendment in the office of the Sherburne County Recorder on _____ as Document Number _____, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and recorded the Fifteenth Amendment in the office of the Sherburne County Recorder on August 17, 2005 as Document Number 596416, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and recorded the Sixteenth Amendment in the office of the Sherburne County Recorder September 16, 2005 as Document Number 599619, and

WHEREAS, Declarant executed a Seventeenth Supplement to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on August 30, 2005 and will record the Seventeenth Supplement in the office of the Sherburne County Recorder before recording this Eighteenth Supplement, and

WHEREAS, Declarant is executing and recording this Eighteenth Supplement to the Declaration to add Lot 2, Block 2 and Lot 8, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 16 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

- 1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.**
- 2. This Supplement adds Lot 2, Block 2 and Lot 8, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 16 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lot 1, Block 2, and Lots 3-7, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota.**
- 3. The Unit Identifiers for the 16 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.**
- 4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement,**

the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 260

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

Doc. No. 609654

Certified filed and/or recorded on

12-29-2005 at 02:15

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 56.00



609654

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
NINETEENTH SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and recorded the Fourteenth Amendment in the office of the Sherburne County Recorder on June 15, 2005 as Document Number 589670, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and recorded the Fifteenth Amendment in the office of the Sherburne County Recorder on August 17, 2005 as Document Number 596416, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and recorded the Sixteenth Amendment in the office of the Sherburne County Recorder September 16, 2005 as Document Number 599619, and

WHEREAS, Declarant executed a Seventeenth Supplement to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on August 30, 2005 and recorded the Seventeenth Supplement in the office of the Sherburne County Recorder on October 19, 2005 as Document Number 602629, and

WHEREAS, Declarant executed an Eighteenth Supplement to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on October 19, 2005 and will record the Eighteenth Supplement in the office of the Sherburne County Recorder before recording this Nineteenth Supplement, and

WHEREAS, Declarant is executing and recording this Nineteenth Supplement to the Declaration to add Lot 1, Block 2, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 8 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.
2. This Supplement adds Lot 1, Block 2, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 8 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 3-7, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota.
3. The Unit Identifiers for the 8 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.
4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each

Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 268

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

Office of the County Recorder
Sherburne County, MN

Doc. No. 613224

Certified filed and/or recorded on
02-13-2006 at 10:25

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 58.00



613224

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
TWENTIETH SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

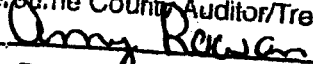
WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

Filed in my office this
13 day of February, 2006
Ramona Doebler
Sherburne County Auditor/Treasurer
by 
Deputy Auditor/Treasurer

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and recorded the Fourteenth Amendment in the office of the Sherburne County Recorder on June 15, 2005 as Document Number 589670, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and recorded the Fifteenth Amendment in the office of the Sherburne County Recorder on August 17, 2005 as Document Number 596416, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and recorded the Sixteenth Amendment in the office of the Sherburne County Recorder September 16, 2005 as Document Number 599619, and

WHEREAS, Declarant executed a Seventeenth Supplement to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on August 30, 2005 and recorded the Seventeenth Supplement in the office of the Sherburne County Recorder on October 19, 2005 as Document Number 602629, and

WHEREAS, Declarant executed an Eighteenth Supplement to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on October 19, 2005 and will record Eighteenth Supplement in the office of the Sherburne County Recorder before recording this Twentieth Supplement, and

WHEREAS, Declarant executed a Nineteenth Supplement to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on November 15, 2005 and will record the Nineteenth Supplement in the office of the Sherburne County Recorder before recording this Twentieth Supplement, and

WHEREAS, Declarant is executing and recording this Twentieth Supplement to the Declaration to add Lot 3, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Supplement adds Lot 3, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 4-7, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 6 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.

4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 274

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

Office of the County Recorder
Sherburne County, MN

Doc. No. 622317

Certified filed and/or recorded on

05-26-2006 at 10:00

Michelle Ashe, County Recorder

By SA Deputy Fee: \$ 56.00

Filed in my office this

file day of May, 2006

Ramona Doebler

Sherburne County Auditor/Treasurer

by Amy Kolan

Deputy Auditor/Treasurer



622317

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
TWENTY-FIRST SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and recorded the Fourteenth Amendment in the office of the Sherburne County Recorder on June 15, 2005 as Document Number 589670, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and recorded the Fifteenth Amendment in the office of the Sherburne County Recorder on August 17, 2005 as Document Number 596416, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and recorded the Sixteenth Amendment in the office of the Sherburne County Recorder September 16, 2005 as Document Number 599619, and

WHEREAS, Declarant executed a Seventeenth Supplement to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on August 30, 2005 and recorded the Seventeenth Supplement in the office of the Sherburne County Recorder on October 19, 2005 as Document Number 602629, and

WHEREAS, Declarant executed an Eighteenth Supplement to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on October 19, 2005 and will record Eighteenth Supplement in the office of the Sherburne County Recorder before recording this Twenty-First Supplement, and

WHEREAS, Declarant executed a Nineteenth Supplement to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on November 15, 2005 and will record the Nineteenth Supplement in the office of the Sherburne County Recorder before recording this Twenty-First Supplement, and

WHEREAS, Declarant executed a Twentieth Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 9, 2005 and will record the Twentieth Supplement in the office of the Sherburne County Recorder before recording this Twenty-First Supplement, and

WHEREAS, Declarant is executing and recording this Twenty-First Supplement to the Declaration to add Lot 7, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.
2. This Supplement adds Lot 7, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and the Common Elements located thereon to the

Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 4-6, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 6 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.

4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 280

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

NOTICE OF INTENTION TO ADD ADDITIONAL REAL ESTATE

TO: Woods at Elk River Station Association

FROM: Centex Homes
12701 Whitewater Drive, Suite 300
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file a supplemental declaration adding additional real estate to Woods at Elk River Station Common Interest Community pursuant to the provisions of Minnesota Statutes, Section 515B.2-111 and Section 9 of the Declaration. A copy of the proposed form of supplemental declaration is attached as Exhibit A.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION

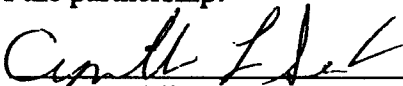
a Nevada Corporation,
Its Managing General Partner

By: 

Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 29 day of December, 2005, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.



Cynthia L. Sexton
Notary Public

Drafted by:
Briggs and Morgan, P.A.
2200 First National Bank Building
St. Paul, MN 55101
(651) 808-6600 (TLB)

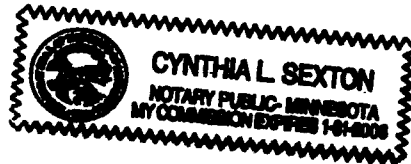


EXHIBIT A
TO NOTICE OF INTENT TO ADD ADDITIONAL REAL ESTATE
[Attach Supplemental Declaration]

Office of the County Recorder²
Sherburne County, MN

Doc. No. 625177

Certified filed and/or recorded on

06-28-2006 at 01:45

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 58.00



**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
TWENTY-SECOND SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and recorded the Fourteenth Amendment in the office of the Sherburne County Recorder on June 15, 2005 as Document Number 589670, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and recorded the Fifteenth Amendment in the office of the Sherburne County Recorder on August 17, 2005 as Document Number 596416, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and recorded the Sixteenth Amendment in the office of the Sherburne County Recorder September 16, 2005 as Document Number 599619, and

WHEREAS, Declarant executed a Seventeenth Supplement to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on August 30, 2005 and recorded the Seventeenth Supplement in the office of the Sherburne County Recorder on October 19, 2005 as Document Number 602629, and

WHEREAS, Declarant executed an Eighteenth Supplement to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on October 19, 2005 and recorded the Eighteenth Supplement in the office of the Sherburne County Recorder on December 29, 2005 as Document Number 609651, and

WHEREAS, Declarant executed a Nineteenth Supplement to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on November 15, 2005 and recorded the Nineteenth Supplement in the office of the Sherburne County Recorder on December 29, 2005 as Document Number 609654, and

WHEREAS, Declarant executed a Twentieth Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 9, 2005 and recorded the Twentieth Supplement in the office of the Sherburne County Recorder on February 13, 2006 as Document Number 613224, and

WHEREAS, Declarant executed a Twenty-First Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 29, 2005 and will record the Twenty-First Supplement in the office of the Sherburne County Recorder before recording this Twenty-Second Supplement, and

WHEREAS, Declarant is executing and recording this Twenty-Second Supplement to the Declaration to add Lot 4, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Supplement adds Lot 4, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lots 5 and 6, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 6 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.

4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 286

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

NOTICE OF INTENTION TO ADD ADDITIONAL REAL ESTATE

TO: Woods at Elk River Station Association

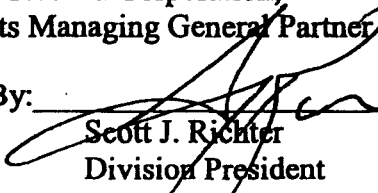
FROM: Centex Homes
12701 Whitewater Drive, Suite 300
Minnetonka, MN 55343

Notice is hereby given that not less than fifteen (15) days after hand delivery or mailing of this Notice, Centex Homes, ("Declarant") intends to file a supplemental declaration adding additional real estate to Woods at Elk River Station Common Interest Community pursuant to the provisions of Minnesota Statutes, Section 515B.2-111 and Section 9 of the Declaration. A copy of the proposed form of supplemental declaration is attached as Exhibit A.

CENTEX HOMES, a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION

a Nevada Corporation,
Its Managing General Partner

By: 
Scott J. Richter
Division President

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 9 day of May, 2006, by Scott J. Richter, Division President, of Centex Real Estate Corporation, a Nevada corporation on behalf of the corporation on behalf of the partnership.


Notary Public

Drafted by:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)

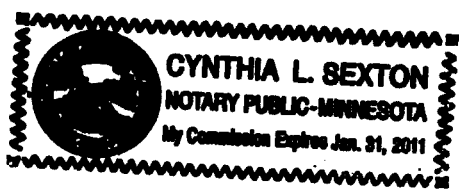


EXHIBIT A
TO NOTICE OF INTENT TO ADD ADDITIONAL REAL ESTATE

[Attach Supplemental Declaration]

Office of the County Recorder
Sherburne County, MN

Doc. No. 628357

Certified filed and/or recorded on

08-04-2006 at 11:55

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 58.00



628357

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
TWENTY-THIRD SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and recorded the Fourteenth Amendment in the office of the Sherburne County Recorder on June 15, 2005 as Document Number 589670, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and recorded the Fifteenth Amendment in the office of the Sherburne County Recorder on August 17, 2005 as Document Number 596416, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and recorded the Sixteenth Amendment in the office of the Sherburne County Recorder September 16, 2005 as Document Number 599619, and

WHEREAS, Declarant executed a Seventeenth Supplement to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on August 30, 2005 and recorded the Seventeenth Supplement in the office of the Sherburne County Recorder on October 19, 2005 as Document Number 602629, and

WHEREAS, Declarant executed an Eighteenth Supplement to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on October 19, 2005 and recorded the Eighteenth Supplement in the office of the Sherburne County Recorder on December 29, 2005 as Document Number 609651, and

WHEREAS, Declarant executed a Nineteenth Supplement to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on November 15, 2005 and recorded the Nineteenth Supplement in the office of the Sherburne County Recorder on December 29, 2005 as Document Number 609654, and

WHEREAS, Declarant executed a Twentieth Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 9, 2005 and recorded the Twentieth Supplement in the office of the Sherburne County Recorder on February 13, 2006 as Document Number 613224, and

WHEREAS, Declarant executed a Twenty-First Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 29, 2005 and recorded the Twenty-First Supplement in the office of the Sherburne County Recorder on May 26, 2006 as Document Number 622317, and

WHEREAS, Declarant executed a Twenty-Second Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 29, 2006 and recorded the Twenty-Second Supplement in the office of the Sherburne County Recorder on June 28, 2006 as Document Number 625177, and

WHEREAS, Declarant is executing and recording this Twenty-Third Supplement to the Declaration to add Lot 6, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne

County, Minnesota and the 6 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Supplement adds Lot 6, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota and the 6 Units and the Common Elements located thereon to the Common Interest Community. The remaining Additional Real Estate is legally described as Outlots D, F, and G, ELK RIVER STATION, and Lot 5, Block 3, ELK RIVER STATION SECOND ADDITION, Sherburne County, Minnesota.

3. The Unit Identifiers for the 6 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.

4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 292

5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

EXHIBIT A
TO NOTICE OF INTENT TO ADD ADDITIONAL REAL ESTATE
[Attach Supplemental Declaration]

Office of the County Recorder
Sherburne County, MN

Doc. No. 632566

Certified filed and/or recorded on


09-26-2006 at 09:45

Michelle Ashe, County Recorder

By  Deputy Fee: \$ 58.00



632566

Filed in my office this
26 day of September 2006
Ramona Doebler
Sherburne County Auditor/Treasurer
by 
Deputy Auditor/Treasurer

**COMMON INTEREST COMMUNITY NUMBER 46
A CONDOMINIUM
WOODS AT ELK RIVER STATION
TWENTY-FOURTH SUPPLEMENT TO DECLARATION**

WHEREAS, Centex Homes, a Nevada general partnership, (the "Declarant") executed a Declaration (the "Declaration") creating Common Interest Community Number 46, Woods at Elk River Station, Sherburne County, Minnesota (hereinafter the "Common Interest Community") on June 12, 2003 and recorded the Declaration in the office of the Sherburne County Recorder on December 30, 2003 as Document Number 537145; and

WHEREAS, the Declaration created 16 Units and Common Elements; and

WHEREAS, In Sections 8 and 9 of the Declaration, Declarant reserves to itself the right to add additional real estate to the Common Interest Community as provided for in Minn. Stat. §515B.2-111 and to create additional Units and Common Elements thereon; and

WHEREAS, Declarant executed a First Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 6, 2003 and recorded the First Amendment in the office of the Sherburne County Recorder on January 30, 2004 as Document Number 540212 and

WHEREAS, Declarant executed a Second Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on December 31, 2003 and recorded the Second Amendment in the office of the Sherburne County Recorder on February 26, 2004 as Document Number 542451, and

WHEREAS, Declarant executed a Third Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on February 12, 2004 and recorded the Third Amendment in the office of the Sherburne County Recorder on March 26, 2004 as Document Number 545303, and

WHEREAS, Declarant executed a Fourth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on

15-724-0335

March 2, 2004 and recorded the Fourth Amendment in the office of the Sherburne County Recorder on April 21, 2004 as Document Number 547911, and

WHEREAS, Declarant executed a Fifth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on April 7, 2004 and recorded the Fifth Amendment in the office of the Sherburne County Recorder on May 25, 2004 as Document Number 551658, and

WHEREAS, Declarant executed a Sixth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 29, 2004 and recorded the Sixth Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562096, and

WHEREAS, Declarant executed a Seventh Amendment to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on June 25, 2004 and recorded the Seventh Amendment in the office of the Sherburne County Recorder on August 31, 2004 as Document Number 562099, and

WHEREAS, Declarant executed an Eighth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Eighth Amendment in the office of the Sherburne County Recorder on September 24, 2004 as Document Number 564497, and

WHEREAS, Declarant executed a Ninth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on August 2, 2004 and recorded the Ninth Amendment in the office of the Sherburne County Recorder on October 29, 2004 as Document Number 568011, and

WHEREAS, Declarant executed a Tenth Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Tenth Amendment in the office of the Sherburne County Recorder on December 10, 2004 as Document Number 572155, and

WHEREAS, Declarant executed an Eleventh Amendment to the Declaration adding 14 Units and additional Common Elements located thereon to the Common Interest Community on November 9, 2004 and recorded the Eleventh Amendment in the office of the Sherburne County Recorder on December 30, 2004 as Document Number 574125, and

WHEREAS, Declarant executed a Twelfth Amendment to the Declaration adding 20 Units and additional Common Elements located thereon to the Common Interest Community on December 17, 2004 and recorded the Twelfth Amendment in the office of the Sherburne County Recorder on March 4, 2005 as Document Number 579727, and

WHEREAS, Declarant executed a Thirteenth Amendment to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on February 3, 2005 and recorded the Thirteenth Amendment in the office of the Sherburne County Recorder on March 28, 2005 as Document Number 581645, and

WHEREAS, Declarant executed a Fourteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on March 23, 2005 and recorded the Fourteenth Amendment in the office of the Sherburne County Recorder on June 15, 2005 as Document Number 589670, and

WHEREAS, Declarant executed a Fifteenth Amendment to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on April 30, 2005 and recorded the Fifteenth Amendment in the office of the Sherburne County Recorder on August 17, 2005 as Document Number 596416, and

WHEREAS, Declarant executed a Sixteenth Amendment to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on July 21, 2005 and recorded the Sixteenth Amendment in the office of the Sherburne County Recorder September 16, 2005 as Document Number 599619, and

WHEREAS, Declarant executed a Seventeenth Supplement to the Declaration adding 10 Units and additional Common Elements located thereon to the Common Interest Community on August 30, 2005 and recorded the Seventeenth Supplement in the office of the Sherburne County Recorder on October 19, 2005 as Document Number 602629, and

WHEREAS, Declarant executed an Eighteenth Supplement to the Declaration adding 16 Units and additional Common Elements located thereon to the Common Interest Community on October 19, 2005 and recorded the Eighteenth Supplement in the office of the Sherburne County Recorder on December 29, 2005 as Document Number 609651, and

WHEREAS, Declarant executed a Nineteenth Supplement to the Declaration adding 8 Units and additional Common Elements located thereon to the Common Interest Community on November 15, 2005 and recorded the Nineteenth Supplement in the office of the Sherburne County Recorder on December 29, 2005 as Document Number 609654, and

WHEREAS, Declarant executed a Twentieth Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 9, 2005 and recorded the Twentieth Supplement in the office of the Sherburne County Recorder on February 13, 2006 as Document Number 613224, and

WHEREAS, Declarant executed a Twenty-First Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 29, 2005 and recorded the Twenty-First Supplement in the office of the Sherburne County Recorder on May 26, 2006 as Document Number 622317, and

WHEREAS, Declarant executed a Twenty-Second Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community on December 29, 2006 and recorded the Twenty-Second Supplement in the office of the Sherburne County Recorder on June 28, 2006 as Document Number 625177, and

WHEREAS, Declarant executed a Twenty-Third Supplement to the Declaration adding 6 Units and additional Common Elements located thereon to the Common Interest Community

on June 13, 2006 and will record the Twenty-Third Supplement in the office of the Sherburne County Recorder before recording this Twenty-Fourth Supplement, and

WHEREAS, Declarant is executing and recording this Twenty-Fourth Supplement to the Declaration to add Lot 5, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and additional Common Elements located thereon to the Common Interest Community.

NOW THEREFORE, THE DECLARATION IS HEREBY AMENDED AS FOLLOWS:

1. The capitalized words and phrases used in this Supplement shall have the meanings set forth in the Declaration and the Minnesota Common Interest Ownership Act.

2. This Supplement adds Lot 5, Block 3, ELK RIVER STATION 2nd ADDITION, Sherburne County, Minnesota and the 6 Units and the Common Elements located thereon to the Common Interest Community. The Additional Real Estate legally described as Outlots D, F, and G, ELK RIVER STATION, Sherburne County, Minnesota will not be added to this Common Interest Community..

3. The Unit Identifiers for the 6 Units located on the property described in paragraph 2 are stated on the supplemental CIC plat that Declarant is recording contemporaneously with the recording of this Supplement.

4. This Supplement reallocates the undivided interest in the Common Elements appurtenant to each Unit, the relative share of liability for Common Expenses allocated to each Unit and the fraction of total membership votes in the Association assigned to each Unit (the "Allocated Interests") for each Unit in existence immediately prior to the recording of this Supplement (the "Existing Units") and allocates Allocated Interests to each Unit this Supplement adds to the Common Interest Community (the "New Units"). For purposes of this Supplement, the term Unit means the Existing Units and the New Units. Each Unit's allocation of Allocated Interests is stated as a fraction (the "Fractional Allocation"), the numerator of which is one and the denominator of which is the total number of Units in the Common Interest Community after Declarant records this Supplement: 298

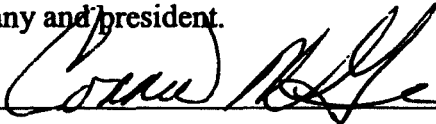
5. Any improvements such as shutters, awnings, window boxes, doorsteps, stoops, balconies, decks, patios, fences and enclosed or unenclosed porches, constructed as a part of the original construction of a Unit this Amendment subjects to the Declaration, and authorized replacements and modifications thereof, if located outside the Unit's boundaries, are Limited Common Elements allocated exclusively to that Unit. Any portion of any chute, flue, duct, pipe, wire, conduit, bearing wall, bearing column or other fixture that lies outside the designated boundaries of a Unit but serves only that Unit is a Limited Common Element allocated solely to that Unit. Minn. Stat. Sec. 515B.2-109 does not require the Declarant to specifically designate the Units to which these Limited Common Elements are allocated.

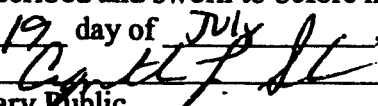
EXHIBIT C

AFFIDAVIT OF SERVICE ON ASSOCIATION

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Connie McGuire, being duly sworn on oath, states that on July 19, 2006 she deposited a Notice of Intention to the United States Postal Service, with postage prepaid, for delivery to Woods at Elk River Station Association at its registered address and also at the addresses of the Association's management company and president.



Subscribed and sworn to before me
this 19 day of July, 2006.


Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Centex Homes
12701 Whitewater Drive, #300
Minnetonka, MN 55343
(952) 936-7833 (CLM)

