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TRANSFER ENTERED
HENNEPIN COUNTY TAXPAYER SERVICES

APR 14 2000
HENNEPIN COUNTY MINN.
BY [Signature] DEPUTY

7285795

REC FEE 15
COPY FEE 1

OFFICE OF COUNTY RECORDER
HENNEPIN COUNTY, MINNESOTA

CERTIFIED FILED AND OR
RECORDED ON

00 APR 14 PM 1:54

AS DOCUMENT #
7285795 ec.
[Signature]
DEPUTY

(RESERVED FOR RECORDING INFORMATION)

405833.2/0403001bg03

Box 136

DECLARATION OF SUBDIVISION COVENANTS

This Declaration of Subdivision Covenants ("**Declaration**") is entered into as of the 9th day of July, 1999 by Edward H. Hamm, as Trustee under the Trust of Edward H. Hamm originally established on August 14, 1992, as subsequently amended and restated in its entirety by Amendment and Restatement of Trust of Edward H. Hamm dated October 10, 1995, and as further amended and restated by Amendment and Restatement of Trust of Edward H. Hamm dated February 26, 1999 (the "**Declarant**").

WHEREAS, Declarant is fee owner of the land located in the City of Orono (the "**City**"), County of Hennepin, State of Minnesota, which is sometimes known as 465 - 485 Orono Orchard Road South, Orono Minnesota and legally described in Exhibit A attached to this Agreement ("**Property**").

WHEREAS, the City has passed a Resolution Granting Approval For Sewer Connection for the Property (the "**Sanitary Sewer Resolution**") allowing sanitary sewer connections for three (3) separate dwelling units on the Property.

WHEREAS, a condition of the Sanitary Sewer Resolution was the recording of this Declaration.

NOW, THEREFORE, Declarant hereby declares that the Property shall hereafter be held, sold, and conveyed, subject to and together with, the following covenants, restrictions and conditions, which are for the purpose of protecting the desirability of, and which shall run with, the Property and each of the lots or future lots contained therein and shall be binding on all parties having any right, title or interest in the Property or any lot therein or any party thereof, their heirs, successors and assigns.

1. No more than three (3) dwelling units may exist upon the Property described in Exhibit A at any one time, provided however, that a new dwelling unit may be constructed to replace any existing dwelling unit provided that the new dwelling unit shall not be occupied until such time as the dwelling unit to be replaced has been vacated and demolition of such replaced dwelling unit has commenced.
2. In the event the Property is subdivided, it shall be subdivided by plat or Registered Land Survey into a total of not more than three developable lots. Nothing contained in the

foregoing shall restrict or prevent the creation of Outlot(s) in connection with any such subdivision, which Outlot(s) may be in addition to three (3) developable lots; provided no dwelling units may be constructed upon any such Outlot(s).

3. "Dwelling unit" as used herein shall have the meaning as such term is used in the City's Zoning and Subdivision Ordinances in existence as of the date hereof.
4. This Declaration may be amended, altered or terminated only with the written consent of the City, provided that the City may, by resolution of the City Council of Orono, modify or waive any of the provisions or restrictions hereof with respect to the Property or any subdivided lot thereof, upon the request of the owner of the Property, or such subdivided lot thereof.

IN WITNESS WHEREOF, Declarant has caused this Declaration to be executed the day and year first above written.

EDWARD H. HAMM, AS TRUSTEE UNDER THE TRUST OF EDWARD H. HAMM DATED AUGUST 14, 1992, AS AMENDED AND RESTATED ON OCTOBER 10, 1995, AND AS FURTHER AMENDED AND RESTATED ON FEBRUARY 26, 1999

Edward H. Hamm
Edward H. Hamm, Trustee

STATE OF MINNESOTA)
COUNTY OF Ramsey) SS.

The foregoing instrument was acknowledged before me this 12 day of April, 2000, by Edward H. Hamm, as Trustee under the Trust of Edward H. Hamm dated August 14, 1992, as amended and restated on October 10, 1995, and as further amended and restated on February 26, 1999, as Declarant.

Sheryla A. Bale
Notary Public

THIS INSTRUMENT DRAFTED BY:
MAUN & SIMON, PLC (LBG)
2000 Midwest Plaza Building West
801 Nicollet Mall
Minneapolis, MN 55402-2534
(612) 904-7400

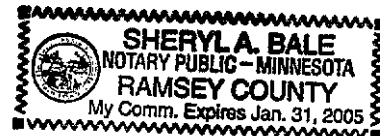


EXHIBIT A

1. That part of the Southwest Quarter, which lies North of the South line of the Northwest Quarter of the Southwest Quarter, of Section 2, Township 117 North, Range 23 West of the Fifth Principal Meridian described as follows:

Beginning at the northeast corner of the Southwest Quarter of the Southwest Quarter of said Section 2; thence South along the East line of said Southwest Quarter of the Southwest Quarter a distance of 434.3 feet to a point designated and hereinafter referred to as "Point A"; thence northwesterly deflecting 101 degrees 43 minutes to the right from last described course a distance of 182 feet; thence northwesterly on a tangential curve to the right with a radius of 4,687.5 feet a distance of 60 feet; thence northwesterly on a tangential curve to the right with a radius of 222.45 feet a distance of 200 feet; thence northerly on a tangential curve to the right with a radius of 237.56 feet a distance of 175 feet; thence northerly on a tangential curve to the right with a radius of 527.42 feet a distance of 50 feet; thence northeasterly on a line tangent to last described curve a distance of 62.55 feet to a point in the South line of the Northwest Quarter of the Southwest Quarter of said Section 2 distant 360 feet West of the point of beginning; thence continuing northeasterly on an extension of last described course a distance of 48.55 feet; thence northerly on a tangential curve to the left with a radius of 181.4 feet a distance of 100 feet; thence northwesterly on a tangential curve to the left with a radius of 283.7 feet a distance of 125 feet; thence northwesterly on a line tangent to last described curve a distance of 267.4 feet; thence northwesterly deflecting 2 degrees 23 minutes to the left from the last described course a distance of 169.3 feet; thence northwesterly and westerly on a tangential curve to the left with a radius of 61.13 feet a distance of 64.62 (43.01 measured) feet, more or less, to a point designated and hereinafter referred to as "Point B", said point being in the West line of the East Half of the Northwest Quarter of the Southwest Quarter of said Section 2 exclusive of highway upon easterly side thereof, said East Half being ascertained after taking from the Northwest Quarter of the Southwest Quarter of said section said highway upon easterly side, and which "Point B" is 636.66 (625.61 measured) feet North of the southwest corner of said East Half so ascertained; thence North along the West line of said East Half so ascertained a distance of 679.85 feet to the northwest corner thereof; thence East along the North line of the Southwest Quarter of said Section 2 to the northeast corner of the Northwest Quarter of the Southwest Quarter of said Section; thence South along the East line of the Northwest Quarter of the Southwest Quarter of said Section to the point of beginning.

Subject to and together with an easement for right of way for driveway purposes over a strip of land along the southerly and westerly boundary lines of the premises above described and extending from above designated "Point A" along said boundary line to above designated "Point B", said strip of land being 16 feet in width, 8 feet on each side of the line forming the southerly and westerly boundary of the premises hereinabove first described.

Also subject to public easement in existing highways.

2. Also that part of the Southwest Quarter of said Section 2, Township 117, Range 23, described as follows:

Beginning at the northeast corner of the West Half of the Northwest Quarter of the Southwest Quarter of said Section 2 exclusive of the highway upon easterly side thereof, said West Half being ascertained after taking from Northwest Quarter of the Southwest Quarter of

said Section 2 said highway upon easterly side; thence South along the East line of said West Half so ascertained a distance of 679.85 feet, more or less, to a point distant 636.66 feet North of the southeast corner of said West Half; thence deflecting right at an angle of 83 degrees 53 minutes on a line bearing South 83 degrees 53 minutes West a distance of 33.68 feet; thence South 82 degrees 41 minutes West a distance of 66.32 feet; thence northwesterly in a straight line 710.6 (721.11 measured) feet, more or less, to a point in the North line of the Southwest Quarter of said Section 2 distant 237 feet West of the point of beginning; thence East along said North line 237 feet of the point of beginning.

Subject to an easement for right of way for driveway purposes over the southerly 16.5 feet of said last described tract. And together with an easement for like purposes over a strip of land 16.5 feet in width lying southerly of and immediately adjacent to the southerly line of the premises hereinabove last described, and between the southerly extensions of the easterly line and westerly line of said premises last described.

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