

BY-LAWS
OF
371 STORAGE OWNERS ASSOCIATION, INC.

ARTICLE I.
OFFICES

Section 1.01 Registered Office. The address of the registered office of the Corporation is 7539 Front Street NW, P.O. Box 340, Walker, Minnesota 56484 (the "Corporation").

Section 1.02 Other Offices. The Corporation may have offices at such place or places within or without the State of Minnesota as the Board of Directors (the "Board") may from time to time appoint or as the activities of the Corporation may require or make desirable.

ARTICLE II.
DIRECTORS

Section 2.01 Powers. The property and business of the Corporation shall be managed by its Board, or that body serving the function of the board, however designated. In addition to the powers and authority expressly conferred on it by the Articles of Incorporation ("Articles") and these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law, the Articles or these Bylaws.

Section 2.02 Number. The board shall consist of six (6) natural persons. Directors need not be residents of the State of Minnesota.

Section 2.03 Term. The term of each director shall be two (2) years and until a successor director has been elected or until his/her earlier resignation, death, or removal, except that the initial term of three of the directors shall be one (1) year so as to provide thereafter for the election of three directors each year.

Section 2.04 Election. Election of directors for positions for which terms have expired or will expire (including positions for which vacancies were filled) shall occur at the annual meeting of the Members, by majority vote of the Members present and entitled to vote, for each position to be filled. Directors shall be eligible for re-election without limitation on the number of terms served; provided, however, that each Member shall at all times be entitled to be a director.

Section 2.05 No Compensation. The directors shall serve without compensation. The directors may receive actual expenses authorized by the Board.

Section 2.06 Annual Meetings. An annual meeting of the Board shall be held immediately following the annual meeting of the members on Memorial Day weekend, at such time and place as the Board shall designate from time to time.

Section 2.07 Special Meetings. Special meetings may be held if called pursuant to Section 2.08 herein with at least two (2) days notice by telephone or personal delivery, or five (5) days notice by first class mail, of the time and place of the meeting to each director.

Section 2.08 Calling Meetings. Meetings of the Board may be called by the chairman of the Board or by any two directors.

Section 2.09 Waiver of Notice. Notice of a meeting of the Board need not be given in any event to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 2.10 Contents of Notice. The business to be transacted at and the purpose of any regular or special meeting of the Board need not be specified in the notice or waiver of notice of such meeting.

Section 2.11 Quorum. At all meetings of the Board, the presence of fifty percent (50%) of the authorized number of directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present at any meeting may adjourn the meeting from time to time until a quorum is obtained.

Section 2.12 Voting. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, by the Articles, or by these Bylaws.

Section 2.13 Conduct of Meetings. The Chairman of the Board, or in his absence such director as designated by him, if any, shall preside at meetings of the Board. The secretary of the corporation, or in the secretary's absence any person appointed by the presiding officer of the meeting shall act as secretary for meetings of the Board.

Section 2.14 Telephone Participation. Directors may participate in meetings of the Board through use of conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting and consequently shall be counted toward the required quorum, and in any vote on business transacted at the meeting.

Section 2.15 Written Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken is signed by the number of directors required to take such action of the Board or of such committee, as the case may be. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.

Section 2.16 Adjournment. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors, with at least two (2) days notice by telephone or personal delivery, or five (5) days notice by first class mail of the time and place of the meeting.

Section 2.17 Removal. The board may by majority vote declare the position of a director vacant and may remove such director with or without cause, by vote of the majority of those remaining directors then in office. Election or appointment of a director shall not of itself create any contract rights, whether relating to employment or otherwise.

Section 2.18 Resignation. Any director may resign by giving written notice to the chairman of the Board or the secretary of the Corporation. The resignation shall be effective upon receipt. Unless the notice specifies a later time for the effective date of such resignation or, if the Corporation would be left without a minimum number of duly elected directors. In which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

Section 2.19 Vacancies. A vacancy on the Board shall exist upon the death, resignation, or removal of any director; whenever the number of directors authorized is increased; and upon failure of the members to elect the full number of directors authorized. Such vacancies may be filled for the remainder of the term by majority vote at a meeting of the Board and, if the total number of remaining directors is less than a quorum, by a unanimous vote of the remaining directors or the vote of a sole remaining director.

Section 2.20 Committees. The Board, by a resolution approved by the affirmative vote of a majority of the directors then holding office, may establish one or more committees or boards of one or more persons having the authority of the Board to the extent provided in such resolution. Such committees, however, shall at all times be subject to the direction and control of the Board. Committee members need not be directors and shall be appointed by the affirmative vote of a majority of those present. A majority of the members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, but no such committee shall have the power or authority in reference to amending the Articles of Incorporation or amending the Bylaws of the Corporation. In other matters of procedure, the provisions of these Bylaws shall apply to committees and the members thereof to the same extent they apply to the Board, including without limitation, the provisions with respect to meetings and notice thereof, absent members, and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

ARTICLE III. OFFICERS

Section 3.01 Election. The Board shall elect a president, a treasurer and a secretary of the Corporation, and may elect one or more vice-chairmen.

Section 3.02 Other Officers. The Board at any time and from time to time may appoint such other officers as it shall deem necessary, including one or more assistant vice chairmen, one or more assistant treasurers, and one or more assistant secretaries, who shall hold their offices for such terms as shall be determined by the Board and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3.03 Multiple Offices. Any person may hold any two (2) or more offices in the Corporation.

Section 3.04 Compensation. The officers shall serve without compensation. The officers may receive actual expenses authorized by the Board.

Section 3.05 Term. Each officer of the Corporation shall hold office until such officer's successor is chosen or until such officer's earlier resignation, death, or removal.

Section 3.06 President. The president shall exercise the functions, however designated, of the chief executive officer of the Corporation, including executing contracts on behalf of the Corporation as its president. In addition, the president shall preside at all meetings of the Board; shall be an ex officio member of all committees; shall sign such papers as may be required by the office of the chairman or as may be directed by the Board from time to time; shall make such reports and recommendations to the Board at any regular or special meeting concerning the work and affairs of the Corporation, as in his/her judgment may be necessary for their information and guidance; may require such reports from the treasurer, secretary and other officers as in the chairman's judgment are necessary; and shall perform such other duties as may be incidental to the office.

Section 3.07 Secretary. The secretary shall issue in writing all notices of meetings; shall notify individual elected to office and to the Board; shall keep complete records and minutes of meeting of the Board and of the executive committee, if any; shall furnish the Board with a list of officers, members of the Board, and members of committees whose terms shall expire at the next annual meeting; shall mail such other notices as may be directed by the Board; shall be custodian of all records of the Corporation, except such records and papers as shall be kept by the treasurer as herein provided; shall sign such papers as may be required by the office or as directed by the Board from time to time; and shall perform such other duties as may be incidental to the office.

Section 3.08 Treasurer. The treasurer shall receive all monies of the Corporation and have custody thereof, however, contributions to the Corporation, in whatever form, may be accepted only as authorized by the Board; shall deposit the funds of the Corporation in one or more banks selected by the Board; shall disburse funds in accordance with the directions of and upon the signatures of persons designated by the Board; shall keep a full account of all moneys received and paid out and shall make such reports thereof to the chairman and Board as he or they may require; shall receive and have custody of all deeds, securities, notes, contracts and other financial papers of the Corporation and shall lace them for safekeeping in the safe deposit vaults of a bank designated by the Board and under such rules as to access as the Board shall determine; shall keep full account of all deeds, securities, notes and financial papers of the Corporation and shall make such accounting and reports thereof to the chairman and Board as he or they may require; shall cause to be prepared and shall present at each annual meeting of the board a comprehensive financial statement including the report of the accountant; shall sign such papers as may be required by the office or as may be directed by the Board; and shall perform such other duties as may be incidental to the office. The treasurer shall not be required to give any bonds, unless the Board provide otherwise and in the amounts it shall determine, for the faithful performance of the duties of the office. The Corporation's books of account shall be open at any time during regular business hours to inspections by any director, the chairman and the secretary.

Section 3.09 Chairman of the Board. The Board may elect a chairman of the board who, if elected, shall preside at all meetings of the Board and shall perform such other duties as may be prescribed by the Board from time to time. If the Board does not elect a chairman of the board, the president shall serve as chairman of the board.

Section 3.10 Vice President. The vice president, if any, or vice presidents in case there be more than one, shall have such powers and perform such duties as the chief executive officer or the Board may prescribe from time to time. In the absence of the president or in the event of the president's death, inability, or refusal to act, the vice president, or in the event there be more than

one vice president, the vice president in the order designated by the Board, or, in the absence of any designation, in the order of their election, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the president.

Section 3.11 Removal. The Board may remove any officer with or without cause whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment of an officer or other agent shall not of itself create contract rights relating to such officer's employment or otherwise.

Section 3.12 Resignation. Any officer may resign at any time upon written notice to the Board. All resignations are effective immediately unless a future effective date is specified, without prejudice to any rights of the corporation under any contract to which an officer is a party.

Section 3.13 Vacancies. A vacancy in an office shall exist on the death, resignation, or removal of any officer. In case of a vacancy, the Board may elect a new officer. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, any or all of the powers or duties of such officer to any other officer or to any director.

ARTICLE IV. MEMBERS

Section 4.01 Membership. The members of the Corporation shall be as set forth in the Articles or Declaration of 371 Storage. (Declaration)

Section 4.02 Membership Criteria. Membership criteria shall be as set forth in Section 4.1 of the Declaration and all membership approval, classification and reclassification shall be the responsibility of the Board or as set forth within the Declaration. Members may resign at any time without the approval of the Board.

Section 4.03 Annual meeting. The annual meeting of the members of the Corporation shall be held on Memorial Day weekend at such time and location as determined by the Board. Notification shall be by newsletter or other first class postal service mailed at least five (5) days and not more than thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

Section 4.04 Special Meeting. A special meeting of the voting members may be called at any time by a majority vote of the Board or by the requisite number of voting members as provided in Minnesota Statutes, Section 317A.433. Notification shall be by newsletter or other first class postal service mailed no fewer than five (5) days prior to date of the meeting. Such notice shall contain the date, time, place and purpose of the meeting. Only subjects listed on the agenda shall be acted upon at the meeting.

Section 4.05 Quorum. For any annual or special meeting, a majority of the total number of voting members shall constitute a quorum.

Section 4.06 Voting. At each meeting of the membership, every voting member shall have the voting rights provided in the Articles. Members may vote in person or by proxy.

ARTICLE V.
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.01 Contracts. The Board may authorize such officers or agents as they may designate to enter into contracts or execute and deliver instruments in the name of and on behalf of the Corporation, and such authority may be general or confirmed to specific instances.

Section 5.02 Loans. The Corporation shall not lend money to, guarantee the obligation of, become surety for, or otherwise financially assist any person unless the transaction, or the class of transactions to which the transaction belongs, has been approved by the Board in accordance with the provisions of Minnesota Statutes Section 3.17A.501 and all other applicable law.

Section 5.03 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation as shall be designated and in such manner as shall be determined from time to time by resolution of the Board.

Section 5.04 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other financial institutions as the Board may select.

ARTICLE VI.
MISCELLANEOUS PROVISIONS

Section 6.01 Amendment. The Association by a majority vote of the Members shall have the power to adopt and amend these Bylaws in any way not inconsistent with the laws of the State of Minnesota or the United States.

Section 6.02 Fiscal Year. The fiscal year of the Corporation shall be such twelve (12) month period as is set by resolution of the board, or if not so set, shall be deemed to be the calendar year.

ARTICLE VII.
INDEMNIFICATION

Section 7.01 Indemnification. To the fullest extent permitted by the Act, as amended from time to time, and other applicable law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding brought by or on behalf of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member, director, or officer of the Corporation, shall be indemnified by the Corporation upon the affirmative vote of the Board at a duly held meeting of the Board called for such purpose, against expenses, including reasonable attorney fees, judgments, fines, penalties and amounts paid in settlement, actually and reasonably incurred by such person.

Section 7.02 Advances. The corporation, acting through the Board, shall make advances to any person made a party to a proceeding in accordance with and to the fullest extent permitted by the Act, as amended from time to time.

Section 7.03 Continuance of Indemnification. The indemnification to be provided hereunder shall continue as to a person who has ceased to be a director, officer or member of the

Corporation and shall inure to the benefit of the heirs, executor(s) and administrators of such a person.

Section 7.04 Non Exclusive Remedy. The indemnification provided by this Article shall not exclude any other right to which a person may be entitled under any agreement or otherwise and shall not imply that the Corporation may not provide lawful indemnification not expressly provided for in this Article.

Section 7.05 Insurance. The Corporation may purchase and maintain insurance on behalf of any person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Corporation would otherwise be required to indemnify the person against the liability pursuant to the provisions of this Article.

CERTIFICATE OF SECRETARY

I hereby certify that the foregoing Bylaws comprising seven (7) pages constitute the Bylaws of the corporation, that said Bylaws were fully adopted by written action of the Board on _____, 2004, and that I am the duly elected and acting Secretary of the Corporation.

Dated: _____

Secretary