

ARTICLES OF ASSOCIATION

OF

THE CHRISTMAS MOUNTAIN CAMPGROUND ASSOCIATION

ARTICLE I
NAME

The name of this association is The Christmas Mountain Campground Association, hereinafter referred to as the "Association."

ARTICLE II
PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of The Christmas Mountain Campground ("Campground"), on that real property in Sauk County, Wisconsin, described in the Declaration of Covenants, Conditions and Restrictions for Christmas Mountain Campground and all Exhibits thereto, as duly recorded or to be recorded in the Register's Office, Sauk County, Wisconsin, as it may be amended from time to time ("Campground Declaration"), and to undertake and perform all acts and duties incident to the administration, operation, and management of the Campground in accordance with the terms, provisions, conditions, and authorizations contained herein and in the Campground Declaration; and to own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Campground. The Association shall be conducted as a non-profit association for the benefit of its members and may serve as the association for the administration of additional campground sites which may be created at Christmas Mountain, Wisconsin.

ARTICLE III
POWERS

The Association shall have all of the powers and privileges granted to an association not for profit under the laws of Wisconsin and all of the powers and duties set forth in the Campground Declaration, and all other powers reasonably necessary to effectuate the purpose of the Association.

ARTICLE IV
TERM

This Association shall exist perpetually.

ARTICLE V
MEMBERS

Each person owning an Undivided Interest in the Campground property pursuant to the provisions of the Campground Declaration shall be a member of the Association until such time as ownership of an Undivided Interest in the Campground property ceases. Each member shall have such rights and privileges, and be subject to such duties, obligations, and restrictions, including, but not limited to, voting rights and restrictions governing the transfer of his membership interest, as are set forth in the Campground Declaration and

the By-Laws of The Christmas Mountain Campground Association (the "By-Laws").

Provisions regarding classes of membership in the Association and the qualifications, rights, and methods of acceptance of members in each class shall be set forth in the By-Laws.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Association shall be governed by a Board of Directors composed of at least three (3) but no more than the number specified in the Association's By-Laws; provided, however, that the Board shall at all times be composed of an odd number of Directors. Provisions regarding the qualifications, election, term, removal, and resignation of Directors shall be set forth in the By-Laws.

The initial Board of Directors, as listed below, shall serve until such time as the Declarant, as that term is defined in the Campground Declaration, appoints replacement Directors or until their successors have been qualified and duly elected by the members of the Association in the manner provided in the By-Laws.

The names and addresses of the persons who are to serve as the initial Directors are:

<u>Director</u>	<u>Address</u>
<u>Kenn R. Keim</u>	<u>12995 Cleveland Avenue, Suite 274</u> <u>Fort Myers, Florida 33907</u>
<u>Luanne Keim</u>	<u>12995 Cleveland Avenue, Suite 274</u> <u>Fort Myers, Florida 33907</u>
<u>Donna Sage</u>	<u>12995 Cleveland Avenue, Suite 274</u> <u>Fort Myers, Florida 33907</u>

ARTICLE VII
OFFICERS

The officers who are to administer the affairs of the Association shall be a President, Vice President, Secretary and Treasurer (the last two officers may be combined) and such other officers as may be deemed necessary by the Board of Directors, who shall be elected from time to time, in the manner set forth in the By-Laws.

The names and addresses of the persons who are to serve as the initial officers are:

<u>Officers</u>	<u>Addresses</u>
Kenn R. Keim _____ President	12995 Cleveland Avenue, Suite 274 _____ Fort Myers, Florida 33907 _____
Donna Sage _____ Vice-President	12995 Cleveland Avenue, Suite 274 _____ Fort Myers, Florida 33907 _____
Luanne Keim _____ Secretary _____	12995 Cleveland Avenue, Suite 274 _____ Fort Myers, Florida 33907 _____ _____

ARTICLE VIII
BY-LAWS

The initial By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended, or rescinded by the members of the Association in the manner provided therein.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Association may be proposed by any Director or member of the Association. The members may vote upon a proposed amendment at any regular Association meeting or at any special Association meeting duly called for such purpose, the notice of which shall describe the amendment or amendments being proposed. Such votes may be cast in person or by written proxy under one of the following:

- A. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted.
- B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by seventy-five percent (75%) of the total votes eligible to be voted by all the members of the Association.

ARTICLE X
NO DISTRIBUTION

There shall be no dividends paid to any of the members nor shall any part of the income of this Association be distributed to its members, Directors or Officers. The Association may pay compensation in a reasonable amount to members, directors or officers for services rendered, may confer benefits upon its members in conformity with its purposes and may make distributions upon dissolution or final liquidation, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE XI
SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

<u>Subscriber</u>	<u>Addresses</u>
<u>Kenn R. Keim</u>	<u>12995 Cleveland Avenue, Suite 274</u> <u>Fort Myers, Florida 33907</u>
<u>Luanne Keim</u>	<u>12995 Cleveland Avenue, Suite 274</u> <u>Fort Myers, Florida 33907</u>
<u>Donna Sage</u>	<u>12995 Cleveland Avenue, Suite 274</u> <u>Fort Myers, Florida 33907</u>
_____	_____
_____	_____

ARTICLE XII
NON-PROFIT STATUS

No portion of the net proceeds of the Association shall inure directly to the benefit of any member.

ARTICLE XIII
REGISTERED AGENT

The principal office of the Association shall be located at the Campground or at such other place or places as the Board of Directors may designate. The address of the registered office of the Association is Christmas Mountain Village, Highway H, Wisconsin Dells, Wisconsin 53965, and the name of the Association's initial Wisconsin registered agent at such address is David Bidgood.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals and caused these Articles of Association to be signed this 7th day of December, 1984.

Kenn R. Keim (SEAL)
Donna Sage (SEAL)
Luanne Keim (SEAL)

STATE OF WISCONSIN)
)
COUNTY OF Sauk)

BEFORE ME, the undersigned authority, personally appeared
and Kenn R. Keim , Luanne Keim
and Donna Sage , as Subscribers,
being by me first duly sworn, acknowledged that they executed
the foregoing Articles of Association of The Christmas Mountain
Campground Association, a Wisconsin association not for profit,
for the purposes therein expressed.

WITNESS my hand and official seal at the State and County
aforesaid, this 11 day of December , 1984.

Deanna R. Hallatt
Notary Public



My Commission Expires:
Notary Public, State Of Florida At Large
My Commission Expires Aug. 15, 1988
Bonded By SAFECO Insurance Company of America