



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: DEC - 8 2009

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

OK

ARTICLES OF INCORPORATION
OF

THE CHRISTMAS MOUNTAIN VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.

In compliance with Chapter 181, Wisconsin Statutes, the undersigned, acting as incorporator, sign and acknowledge the following Articles of Incorporation for this corporation.

ARTICLE I
NAME

The name of this corporation is the Christmas Mountain Village Property Owner's Association, Inc., hereinafter referred to as the "Association".

ARTICLE II
TERM

This Association shall exist perpetually.

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	This Filing	35.00
	Other Filing	
# 14286	REFUND	35.00

ARTICLE III
PURPOSE

The purposes and objects of the Association shall be to preserve and enhance the resort development known as the Christmas Mountain Village ("Development"), on that real property in Sauk County, Wisconsin, described in the Declaration of Covenants, Conditions and Restrictions for Christmas Mountain Village ("POA Declaration"). The Association shall be conducted as a non-profit corporation for the benefit of its members and may serve as the association for the administration of additional real property interests which may be added to the Development.

ARTICLE IV
POWERS

The Association shall have all of the general powers and privileges granted to a corporation not for profit under the laws of Wisconsin, section 181.04, pursuant to which this Association is chartered, all of the powers and duties set forth in the POA Declaration, and all other powers reasonably necessary to effectuate the purpose of the Association.

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ARTICLE V
REGISTERED AGENT

The principal office of the Association shall be located at Christmas Mountain Village, S-944 Christmas Mountain Road, Wisconsin Dells, Wisconsin 53965 or such other place or places as the Board of Directors may designate. The address of the initial registered agent shall be Christmas Mountain Village, S-944 Christmas Mountain Road, Sauk County, Wisconsin Dells, Wisconsin 53965, and the name of the initial registered agent at such address is David Bidgood.

ARTICLE VI
AMENDMENTS

Amendments to the Articles of Incorporation 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 such 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 VII
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 Association's By-Laws.

The initial Board of Directors shall be appointed by Dellona Enterprises, Inc., ("Declarant"), and shall serve until such time as the Declarant 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 of the Association.

Names and address of the initial directors are as follows:

Ken R. Keim
Donna Sage
LuAnn Keim



12995 Cleveland Avenue
Suite 274
Fort Myers, FL 33907

**ARTICLE VIII
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 elected from time to time, in the manner set forth in the Association's By-Laws.

**ARTICLE IX
MEMBERS**

Each person owning a real property interest, including the Declarant (so long as the Declarant holds interests in real property in the Development), shall be a member of the Association until such time as his or her ownership of a real property interest ceases. There shall be no other basis for the termination of membership. Each member shall have such rights and privileges, and be subject to such duties, obligations, and restrictions, including restrictions governing the transfer of his membership interest, as are set forth in the POA Declaration and By-Laws of the Association.

**ARTICLE X
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 or Declarant in the manner provided therein.

**ARTICLE XI
NO DISTRIBUTION**

This Association is organized pursuant to Chapter 181, Wisconsin Statutes, and accordingly, no portion of the income or profits of this Association shall be distributed to its members, Directors or Officers; but the Association may pay compensation in a reasonable amount and confer benefits to its members, Directors and Officers for services rendered.

**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
SUBSCRIBERS

The name and address of the incorporator is Robert R. Stroud,
25 W. Main, Madison, Wisconsin 53703.

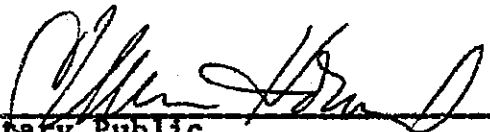
IN WITNESS WHEREOF, the incorporator has hereunto set his
hand and seal and caused these Articles of Incorporation to be
signed this 8 day of August, 1986.




Robert R. Stroud (SEAL)

STATE OF WISCONSIN)
COUNTY OF DANE) ss

Personally came before me this 8 day of August, 1986, the
aforenamed incorporator, Robert R. Stroud, to me known to be the
person who executed the foregoing instrument, and acknowledged
the same.



Notary Public
My Commission expires:
is permanent

This document was drafted by


Name
Please print or type

\$12.00 Lank ^Q

\$70.00

(\$35.00 refund)

STATE OF WISCONSIN
FILED

SEP 04 1986

DOUGLAS LA FOLLETTE
SECRETARY OF STATE