

ARTICLES OF ASSOCIATION

THE TIMBERS AT CHRISTMAS MOUNTAIN ASSOCIATION

The undersigned hereby associate together for the purpose of forming an unincorporated, nonprofit association under the laws of the State of Wisconsin and certify as follows:

ARTICLE I

The name of the Association shall be The Timbers at Christmas Mountain Association.

ARTICLE II

The general purpose of the Association shall be as follows: to be the "association" for the operation of the property known as The Timbers at Christmas Mountain (hereinafter the "Property") and as such association, to operate and administer the Property and carry out the functions and duties set forth in the Declaration of Covenants, Conditions and Restrictions for The Timbers at Christmas Mountain.

ARTICLE III

All persons who are Owners of Undivided Interests in the Property shall automatically be members of this Association. Such membership shall automatically terminate when such person is no longer an owner of an undivided interest. Subject to the foregoing, admission to and termination of membership in the Association shall be governed by the Declaration of Covenants, Conditions and Restrictions for The Timbers at Christmas Mountain, as recorded in the office of the Register of Deeds for Sauk County, Wisconsin, and as amended from time to time.

ARTICLE IV

This Association shall have perpetual existence.

ARTICLE V

The names and residents of the subscribers to these articles are as follows:

Kenn R. Keim
12995 Cleveland Avenue
Fort Myers, FL 33907

David Bidgood
Christmas Mountain Village
Wisconsin Dells, WI 53965

Jeff Keim
12995 Cleveland Avenue
Fort Myers, FL 33907

ARTICLE VI

Section 1. The affairs of the Association shall be managed and governed by a board of directors composed of not less than three (3) persons. The directors, subsequent to the first board of directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification and

resignation of directors, and for filling vacancies on the board of directors, shall be established by the by-laws of the Association.

Section 2. The principal officers of the Association shall be the president, vice president, secretary and treasurer and one (1) person may hold the office of secretary and treasurer, combined. The election of the officers shall be conducted as provided in the by-laws of the Association.

Section 3. The names of the initial directors of the Association are as follows: Kenn R. Keim, Jeff Keim and David Bidgood.

Section 4. The names of the officers who are to serve until the first election of officers, as provided in the by-laws, are as follows: Kenn R. Keim, President, David Bidgood, Vice President, Jeff Keim, Secretary/Treasurer.

ARTICLE VII

Section 1. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

Section 2. The purposes for which the Association is formed are:

(a) To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for The Timbers at Christmas Mountain (hereinafter the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration and in the by-laws and as provided by law; and

(b) To provide an entity for the furtherance of the interests of the owners of undivided interests in the Property.

Section 3. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or by-laws, may be exercised by the board of directors:

All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these articles, the by-laws, or the Declaration including, without limitation, the following:

(i) To fix and collect assessments or other charges as may be authorized by the Association in accordance with the terms of the Declaration;

(ii) To manage, control, operate, maintain, repair and improve property subject to the Declaration or any other property for which the Association by any rule, regulation, declaration, or contract has a right to duty to provide such services;

(iii) To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration of Covenants, Conditions and Restrictions or the by-laws;

(iv) To engage in activities which will actively foster, promote and advance the common interests of all owners of undivided interests;

(v) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber,

exchange, lease, hold, use, operate, and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) To borrow money for any purpose, subject to any limitations in the by-laws, or these articles.

(vii) To enter into, make perform or enforce contracts of every kind and description, including management contracts for the management and administrative services to be provided to the Property and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;

(viii) To act as agent, trustee or other representative of other corporations, associations, firms or individuals and, as such, to advance the business or ownership interests of such corporations, association, firms or individuals;

(ix) To adopt, alter and amend or repeal such by-laws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such by-laws may not be inconsistent with or contrary to the provisions to the Declaration;

(x) To provide any and all supplemental utility services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

ARTICLE VIII

The Association shall have one class of membership. Every member of an undivided interest in the Property shall automatically, upon becoming an owner of an undivided interest, be a member of the Association for the period of such ownership. Membership shall be appurtenant to and may not be separated from ownership of an undivided interest as established and governed hereunder. An owner, including Declarant, within The Timbers at Christmas Mountain, shall have one membership for each undivided interest as may be owned by such owner.

One vote may be cast with respect to each undivided interest owned by each Owner, including Declarant. Each vote for each undivided interest owned by an Owner, including Declarant, is equal in weight to each other vote for each undivided interest owned by each Owner, including Declarant.

In accordance with the terms of the Declaration, Declarant has reserved and does hereby further reserve the power to appoint, remove and replace the members of the board of directors of the Association until the first meeting of the members held after the earliest of the following events or dates:

(a) When Owners other than Declarant own fifteen percent (15%) or more of the undivided interests in the Property, said Owners other than Declarant may elect no less than one-third (1/3) of the members of the board of directors of the Association.

(b) Owners other than the Declarant may elect no less than a majority of the members of the board of directors of the Association upon the first to occur of any of the following:

(1) Three (3) years after fifty percent (50%) of the undivided interests in the Property have been conveyed to Owners other than Declarant;

(2) Three (3) months after ninety percent (90%) of the undivided interests have been conveyed to Owners other than Declarant;

(3) All of the undivided interests that will ultimately be operated by the Association have been completed, some of them have been conveyed to Owners other than Declarant, and none of the others is being offered for sale by the Declarant in the ordinary course of business.

(4) Some of the undivided interests have been conveyed to Owners other than declarant and no other accommodations are being constructed or offered for sale by the Declarant in the ordinary course of business.

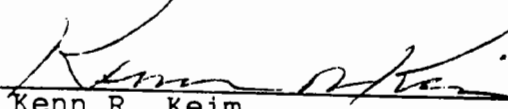
ARTICLE IX

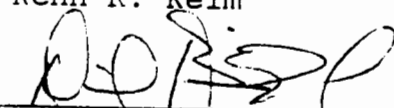
These articles may be amended by an instrument signed by the Declarant (so long as it retains a right to appoint a majority of the directors) and owners of at least two-thirds (2/3) of the undivided interests. The declarant, in its sole discretion, may amend the provisions hereof establishing a formula for owner's votes, assessments, or ownership interests for each undivided interest owned if, and only if, (i) declarant retains an ownership interest in Christmas Mountain Village and/or the Recreational Property, and (ii) the amendment is required by an institutional lender advancing funds for the purchase of an undivided interest. No amendment shall be passed which shall be in conflict with the declaration or which shall impair or dilute any rights of members that are governed by such Declaration.

ARTICLE X

The agent for service of process for the Association shall be David Bidgood whose office as such registered agent shall be S944 Christmas Mountain Road, Wisconsin Dells, Wisconsin 53966.

IN WITNESS WHEREOF, the undersigned have executed these articles of association this 20th day of JULY, 1989.


Kenn R. Keim


David Bidgood


Jeff Keim