

RESTATED ARTICLES OF INCORPORATION

The following Restated Articles of Incorporation supersede and take the place of heretofore existing Articles of Incorporation and Amendments thereto.

ARTICLE I -- NAME

The name of this corporation shall be THE LAKE KEESUS ADVANCEMENT ASSOCIATION.

ARTICLE II -- PURPOSE

The objects and purposes of the corporation and the general nature of the business to be transacted are: To generally advance, protect and promote the interests of those persons residing upon or contiguous to the shores of Lake Keesus; to promote sociability and good fellowship among the members; to engage in all legal activities and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE III -- LOCATION

The principal location of this corporation shall be at the residence or domicile of the incumbent President of the corporation at Lake Keesus, Town of Merton, Waukesha County, State of Wisconsin.

ARTICLE IV -- REGISTERED AGENT

The Registered Agent of the corporation shall be the incumbent President and the Registered Office shall be the corporation post office address at Merton, Wisconsin.

ARTICLE V - MEMBERSHIP

SECTION 1. Any persons residing on the shores of Lake Keesus, whether through ownership or lease of property or land, or members of such families, shall be eligible to apply for a regular voting membership. Any other persons interested in furthering the activities of the Association shall be eligible for membership as a non-voting social member. Persons desiring membership shall become members by payment of the current year's dues to the Treasurer.

Each member shall pay as annual dues a sum to be fixed by the association as set forth in its by-laws, which said sum so fixed shall be payable upon the first day of January of each year.

SECTION 2. Membership may be terminated by written resignation or by a two-thirds vote of all members present at any regular or special meeting.

Failure to pay annual dues shall also operate to extinguish membership as provided for in the by-laws.

There shall be two (2) classes of membership:

1. Regular voting membership
2. Social, nonvoting membership

Qualifications for each class of membership are set forth in Article V, Section 1 of the Articles of Incorporation and in Article VI of the by-laws.

SECTION 3. Other regulations for accepting or discharging members or restricting voting rights may be set forth in the by-laws.

ARTICLE VI -- BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors whose qualifications, if any, may be prescribed by the bylaws. The number of Directors shall be fixed by the by-laws, but shall not be less than three (3). Directors may be divided into classes and the terms of office of the several classes need not be uniform. Unless otherwise provided in the by-laws, any vacancies occurring in the Board of Directors, including the vacancy created by an increase in the number of Directors, may be filled until the next succeeded annual election by the affirmative vote of a majority of the Directors then in office, although less than a quorum. A majority of the number of

Directors shall constitute a quorum for the transaction of affairs unless a different proportion is required by the by-laws.

ARTICLE VII -- BY-LAWS

By-laws not inconsistent with the Articles of Incorporation nor contrary to law may be adopted by a majority of the members present at any regular or duly called special meeting of said members provided the form and substance of the proposed by-law or by-laws was or were read at the previous meeting.

ARTICLE VIII -- AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any meeting of its members provided that a statement of the nature of the proposed amendment is

included in the notice of meeting and its substance was read at the previous meeting. An amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the present.

Executed in duplicate on the 25th day of June, 1954.
