

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

of the

**GREEN LAKE ASSOCIATION, INC.  
(A Nonstock Corporation)**

**The following Amended and Restated Articles of Incorporation of the GREEN LAKE ASSOCIATION, INC., duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supercede and take the place of the existing Articles of Organization and all amendments thereto:**

**ARTICLE I  
NAME AND STATUS**

The name of the corporation is **GREEN LAKE ASSOCIATION, INC.** The corporation is a nonstock, nonprofit corporation organized under Chapter 181 of the Wisconsin Statutes.

**ARTICLE II  
PURPOSE**

The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To the extent consistent with the foregoing, the purposes of the corporation shall be to: (i) promote the conservation of the natural scenic beauty and intrinsic character of Big Green Lake which is located in Green Lake County, Wisconsin, and the Green Lake watershed as a whole; (ii) promote continuing efforts to improve all aspects of the quality of the Green Lake area as a public recreational location, having due regard for the different uses of this invaluable natural resource; (iii) promote improved water quality, fisheries, and boating and water safety through public education and cooperation with governmental agencies; (iv) promote the planned and orderly development of lakeshore and other property in the Green Lake area consistent with its essentially single-family residential, recreational and agricultural character; and (v) promote a sense of common interest among members and encourage greater community interest and involvement.

**ARTICLE III  
PRINCIPAL OFFICE;  
REGISTERED AGENT AND OFFICE**

The principal office of the corporation is located at 530 Mill Street, P.O. Box 364, Green Lake, WI 54941. The name of the registered agent of the corporation is Nancy K. Hill, and the office of such registered agent is located at 530 Mill Street, P.O. Box 364, Green Lake, WI 54941.

**ARTICLE IV**  
**MEMBERS**

The corporation will have members. Any person who shall have attained the age of twenty-one, and whose application for membership is accepted by the Board of Directors, and who shall pay the membership dues as fixed by the Board of Directors, may become a member of the corporation. The Board of Directors may establish classes of members having different rights and obligations, as specified in the bylaws.

**ARTICLE V**  
**DIRECTORS**

The number of directors shall be fixed from time to time by the bylaws, but shall not be less than three or such greater minimum number as may be prescribed by Wisconsin law. The Board of Directors shall be divided into three classes and the directors shall be apportioned by the Board among the three classes as nearly equal in number as possible. At each annual meeting of the members, one class of directors shall be elected to serve for a term of three years commencing upon the adjournment of the annual meeting at which elected, and until their successors shall be duly elected. No director may serve more than two consecutive elective three-year terms. In the event of any vacancy occurring in the Board of Directors, or in the event of any increase in the number of directors, such vacancy shall be filled by a majority vote of the remaining directors and the person so appointed shall serve as a director for a term expiring at the next annual meeting at which the term of the class to which such director was appointed expires. All directors shall be members of the corporation.

**ARTICLE VI**  
**PROHIBITED TRANSACTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States internal revenue law), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States internal revenue law).

**ARTICLE VII**  
**DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the corporation's liabilities, dispose of all of the corporation's assets exclusively for the purposes of the corporation set forth in Article II above in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Green Lake County Circuit Court exclusively for such purposes or to such organization or organizations, as such Court shall determine.

**ARTICLE VIII**  
**AMENDMENTS**

These Articles may be amended by a vote of two-thirds of the members of the corporation present and voting at any regular or special meeting of the members duly called for such purpose. Written notice of the meeting, including the text of the proposed amendment, must be given to each voting member at least thirty days prior to the date of the meeting.

This document was drafted by Stephen C. Wood, Attorney-at-Law, 11512 N. Port Washington Road, Mequon, WI 53092.