

United States of America

State of Wisconsin

Department of State

R 5789

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the 4th day of November, 1963, Articles of Incorporation were filed in my office under the provisions of Chapter 181 of the Wisconsin Statutes, for the following corporation formed

WITHOUT STOCK AND NOT FOR PROFIT:

Name: ROUND LAKE PROPERTY OWNER'S ASS'N INC.

Principal Office: Bayward, Wisconsin

Purposes for which organized: To promote and execute any project which may be or will be materially, culturally or physically beneficial to the Little and Big Round Lakes waters and surrounding areas; etc.

I hereby certify that a certificate has been filed in my office to the effect that a duplicate of said Articles, bearing my certificate, was recorded in the office of the Register of Deeds of Sawyer County, Wisconsin, on the 5th day of November, 1963.

THEREFORE, The State of Wisconsin does hereby grant unto the said corporation the powers and privileges conferred by the Wisconsin Statutes for the purposes stated and in accordance with said Articles.



In Witness Whereof, I have hereunto set my hand and affixed my official seal at the Capitol, in the City of Madison, this 11th day of November

A. B. 1963
Robert C. Zimmerman
SECRETARY OF STATE
ROBERT C. ZIMMERMAN
Secretary of State

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin statutes, **WITHOUT STOCK AND NOT FOR PROFIT.**

Article 1. The name of the corporation shall be Round Lake Property Owner's ^{Ass'n.,} ~~XXXXXXXXXXXX~~
Inc.

Article 2. The period of existence shall be perpetual

Article 3. The purposes shall be to promote and execute any project which may be or will be materially, culturally or physically beneficial to the Little and Big Round Lakes waters and surrounding areas; to own, buy and sell real and personal property, to carry out said projects and further the purposes of this organization shall be to engage in any pursuit in accordance with Chapter 181 of the Wisconsin Statutes.

Article 4. Location of the principal office Hayward, Wisconsin

Article 5. Name of the initial registered agent Alvin L. Kelsey

Article 6. Address of the initial registered agent Hayward, Wisconsin

Article 7. The number of directors may be fixed by by-law but shall be not less than three.

Article 8. The number of directors constituting the initial board shall be 3

Article 9. Names and addresses of the initial directors:

<u>Ward R. Lewis</u>	<u>RFD # 1</u>	<u>Hayward, Wisconsin</u>
<u>R. C. Masuhr</u>	<u>RFD # 4</u>	<u>Hayward, Wisconsin</u>
<u>Mrs. Arthur Lincoln</u>	<u>RFD # 4</u>	<u>Hayward, Wisconsin</u>

Article 10. (Membership provisions) Any person, persons or corporation owning real estate located on the shores of Big and Little Round Lakes, Sawyer County, Wisconsin and anyone interested in the purposes and projects of this corporation upon payment of his dues and further in accordance with the by-laws of this corporation shall be entitled to membership.

Article 11. (Other provisions) All other provisions shall be provided in the by-laws.

Article 12. The name and address of incorporator (or incorporators) are:

NAME	ADDRESS (number, street and city)
Ward E. Lewis	RFD # 1 Hayward, Wisconsin
R. C. Mesuhr	RFD # 4 Hayward, Wisconsin
Mrs. Arthur Lincoln	RFD # 4 Hayward, Wisconsin
Alvin L. Kelsey	RFD # 4 Hayward, Wisconsin

Article 13. These articles may be amended in the manner authorized by law at the time of amendment.

Executed in duplicate on the 1st day of November, 1961.

Ward E. Lewis
Ward E. Lewis

R. C. Mesuhr

Russell C. Mesuhr
Mrs. Arthur Lincoln

Mrs. Arthur Lincoln
Alvin L. Kelsey

STATE OF Wisconsin
County of Sawyer } ss.

Personally came before me this 1st day of November, A. D. 1961
the above named Ward E. Lewis, R. C. Mesuhr, Mrs. Arthur Lincoln, and
Alvin L. Kelsey,

to me known to be the person who executed the foregoing instrument and acknowledged
the same.

(Notarial Seal)

Quentin Johnson
Quentin Johnson
Notary Public

My Commission is permanent.

INSTRUCTIONS AND SUGGESTIONS

1. Article 1. The name MUST contain "Corporation," "Incorporated," or "Limited," or the abbreviation of one of these words.

2. Article 3. Insert "perpetual" or insert any limitation desired.

3. Article 5. Must show definite purpose.

(The statute expressly states that it is NOT necessary to recite the powers.)

4. Articles 8 and 9. The corporation MUST have a registered agent.

5. Article 7. This article may be stricken if desired. In that case, the number of directors will remain as shown in article 6.

6. Article 13. This article must set out the method of accepting and discharging members, any denial or restriction of voting rights, any classification of members (including distinguishing features of each class), etc. The article must authorize the by-laws to cover these matters.

If the corporation is to have no members, article 13 need so state.

7. Article 11 provides space for inserting any other provisions which may be desired.

8. Articles must be executed and sent to the Secretary of State, Madison 2, in duplicate—one to be filed in his office and one which will be certified and returned and which must be recorded in the office of the registrar of deeds of the county wherein the principal office is located. Corporate existence will commence when articles are left for record with the registrar of deeds.

9. Filing fee is \$15. Read WITH the articles.

Articles of Incorporation

THE STATE

STATE OF WISCONSIN SS

NOV 4 1963

NOV 4 1963

JOSEPH C. ZIMMERMAN
SECRETARY OF STATE

To:

Quentin Johnson Cady
Harward Wie

CERTIFICATE ISSUED

R 5789

6R05789

RECEIVED - DEPT. OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN
2002 MAY -6 AM 8:00

ARTICLES OF AMENDMENT - NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

Round Lake Property Owner's Ass'n, Inc.

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

As set forth in Schedule A, attached hereto and hereby made a part hereof

Sept 21 12:00PM
with B
150915 corrected 2500 for
trans from fin 4
for

B. Amendment(s) adopted on September 15, 2001

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR
 In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR
 In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on May 1, 2002
(Date)

Gerald Keach
(Signature)

Title: President Secretary
or other officer title _____

Gerald Keach
(Printed name)

This document was drafted by William A. Whitlock
(Name the individual who drafted the document)

FILING FEE - \$25.00 SEE instructions, suggestions and procedures on following page

RESOLVED, that the Articles of Incorporation of Round Lake Property Owner's Ass'n, Inc.

be amended as follows:

1. Article 3 thereof is amended by striking out the period at the end of said Article, substituting therefor a semi-colon and adding after said semi-colon the following language:

"provided, however, that this corporation is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code)."

2. Article 10 thereof is amended to read in its entirety as follows:

"Article 10. Membership provisions. Any person or persons, any corporation, partnership, trust or other entity owning real estate on the shores of Big Round Lake or Little Round Lake, Sawyer County, Wisconsin, any person or persons, any corporation, partnership, trust or other entity which owns real estate within one mile of either of said lakes, any person or persons who reside within one mile of either of said lakes at least one month of each year and any other person or entity which is interested in the purposes and projects of this corporation shall, upon payment of annual membership dues for the then current calendar year, be entitled to membership in this corporation. There shall be one class of membership."

3. Article 11 thereof is amended by inserting the following paragraphs immediately before the last sentence thereof:

"No part of the net earnings or assets of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

"No substantial activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation or organization exempt from Federal income tax under Section

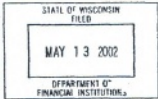
501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation or organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

"Upon the dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code) or shall be distributed to the Federal government or to a state or local government, for a public purpose."

ARTICLES OF AMENDMENT
CHAPTER 181

2504R

Chgs tax exempt lang



Attachment D
Form 1023

Round Lake Property Owner's Association, Inc.
P.O. Box 1070
Hayward, WI 54843
EIN: 39-1343440

Part II, Question 5
Bylaws

The undersigned, the duly-elected Secretary of Round Lake Property Owner's Association, Inc., a nonprofit organization, hereby certifies that the attached document entitled "Bylaws," is a complete and accurate certified copy of the Bylaws of this corporation.

Dated: December 29, 2004.



Secretary

Bylaws Attached

ROUND LAKE PROPERTY OWNER'S ASSOCIATION, INC.

BY-LAWS

PURPOSE--The Round Lake Property Owner's Association was formed to generally promote, encourage and foster the quality of Round Lakes. The major objectives of the Association are to protect the environment, to maintain the natural beauty of Round Lakes, to keep Round Lakes clean and safe for all peoples, to provide any other lawful objectives.

ARTICLE I

The name of this association shall be ROUND LAKE PROPERTY OWNER'S ASSOCIATION, INC.

OFFICES

The principal office of the corporation shall be located in the City of Hayward, County of Sawyer, State of Wisconsin. The registered office of the corporation required by the Wisconsin Corporation Laws which is to be maintained in the State of Wisconsin, shall be the same as the principal office, which shall be at the Law Office of Michael A. Kelsey, Attorney at Law, Hayward, Wisconsin, but said office may be changed from time to time at and by the direction of the Board of Directors.

ARTICLE II MEMBERS

Definition of Member's

1. A member will be any person who owns lake frontage on Big or Little Round Lakes or has an interest in the quality of Big or Little Round Lakes.

Section 1--Annual Meeting: The annual meeting of the membership shall be held in the second week of October on any day except Sunday or Monday, for the purposes of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day, or at the discretion of the Board of Directors. If the election of directors shall not be held on the day designated herein for any annual meeting of the members or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2--Notice of General Membership Meeting: Written Notice stating the place, date and time of any general membership meeting shall be mailed to the members not less than ten (10) days before the date of the meeting, such Notices shall be deemed to be delivered when deposited in the United States Mail.

Section 3--Special Meetings: Special meetings of the members, for any purpose or purposes, may be called by President, Vice-President or the Board of Directors, as they shall deem necessary.

Section 4--Place of Meeting: As directed by the Board of Directors.

Section 5--Voting Privileges: Voting privileges are extended to any member who is not delinquent on his dues. Each paid-up membership shall be entitled to a maximum of two (2) votes.

Section 6--Quorum: Fifteen percent (15%) of the paid-up membership shall constitute a quorum at a meeting of members. A majority of any such quorum may conduct and effectuate any business which may come before the membership.

Section 7--Proxies: There shall be no proxy votes cast at any meeting on any subject.

Section 8--Absentee Ballot: The Board of Directors may at their discretion call for a vote from the entire paid Membership in the form of a written ballot. The ballot form must be sent to the Membership not less than ten (10) days prior to the day designated from the vote. Members may exercise their voting privileges as set forth in Section 5 of this Article. The ballot will provide for the vote, the signature of the voter and the name and address, typed or printed. The ballot must be delivered to the person or place designated on the ballot form prior to the time of the vote.

ARTICLE III BOARD OF DIRECTORS

Section 1--General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2--Number and Tenure: The number of directors of the corporation shall be nine (9) and shall be elected for a period of three (3) years. The immediate Past-President, shall be a member of the Board of Directors, and will have voting privileges. The term of the nine (9) Directors shall be so arranged that the terms of one-third (1/3) of the persons on the Board expire annually.

Section 3--Regular Meetings: A regular meeting of the Board of Directors shall be held, without other notice than this by-law,

immediate after and at the same place as the annual meeting of members, to elect from with in the Board of Directors, the following officers of the corporation; President, Vice-President, Secretary, and Treasurer. If the Board of Directors is unable to elect said officers at that time, within seven (7) days the Board of Directors will hold a meeting to elect the officers of the corporation. The officers of the corporation shall continue their duties as described in these by-laws until the new officers are elected.

Section 4: Quorum of the Board of Directors shall consist of not less than four (4) directors. A majority of any such quorum shall be authorized to conduct any business coming before its body.

Section 5--Vacancies: The Board of Directors may fill any vacancy in their board occurring after any regular annual election or any vacancy created by an increase in the authorized number of directors until the next succeeding election, by the affirmative vote of a majority of directors then in office, although less than a quorum.

ARTICLE IV OFFICERS

Section 1--President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary of any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2--Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President will be responsible for meeting programs and public releases.

Section 3--Secretary. The Secretary shall: (a) Keep the minutes of the members and of the Board of Directors meetings in one or more books provided for that purpose; (b) See that all notices are

duly given in accordance with the provisions of these by-laws or as required by law; (c) Be custodian of the corporate records and of any corporate seal of the corporation, and see that said records are properly retained; (d) In general perform all of the duties as from time to time may be assigned by the President or by the Board of Directors. In the event of the absence of the Secretary, the President shall assume these duties or delegate them to a member of the Board of Directors. Compensation for the Secretary will be as The Board may direct.

Section 4--Treasurer. The Treasurer shall: (a) Keep a register of the Post Office address of each member which shall be furnished to the Treasurer by such member; (b) Make available to prospective new members the necessary information for membership and supervise new membership activities; (c) Have the power to sign checks and disburse monies of the corporation pursuant to the resolution of the membership; (d) Be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies on the name of the corporation in its depository which shall be designated as the Peoples National Bank of Hayward, Wisconsin, and; (e) In general perform all of the duties as from time to time may be assigned by the President or by the Board of Directors. In the event of the absence of the Treasurer, the President shall assume these duties or delegate them to a member of the Board of Directors. Compensation for the Treasurer will be as The Board may direct.

Section 5--Standing Committees. The Board of Directors shall appoint: (a) a person to monitor the outflow of Round Lake and supervise the maintenance of the outflow structure; (b) a person to supervise fishing improvement activities for the Association.

ARTICLE V CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1--Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances, in and at the direction of the members at any meeting.

Section 2--Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of the membership.

Section 3--Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under

the authority of resolution of the membership. Unless directed, the Treasurer may issue any such instruments at the direction of the Board of Directors.

Section 4--Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in its depository which shall hereby be designated as The Peoples National Bank of Hayward, Wisconsin.

ARTICLE VII

SEAL-The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Wisconsin", if and when same is necessary.

ARTICLE VIII

AMENDMENTS-Section 2--Membership or Board of Directors. The membership or Board of Directors may from time to time, adopt, amend or repeal any and all of the By-laws of this corporation.

ARTICLE IX

DISSOLUTION-Section 1--A majority of the membership may dissolve this corporation at a special meeting duly noticed and called for the express purpose of dissolution.

Section 2--Any property, real or personal must be given or conveyed to another corporation formed for the same purposes as this present corporation, or said property may be given or conveyed to the Townships of Round Lake and Hayward in proportion to numbers of members from each Township respectively.