

**ARTICLES OF INCORPORATION
OF
THE CAMP DELTON CLUB, INC.**

The undersigned adult, acting as incorporator of a corporation under the Wisconsin Non-Stock Corporation Law (Chapter 181 of the Wisconsin Statutes) adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is The Camp Delton Club, Inc. (herein referred to as the "Club").

ARTICLE II

Purposes

The purposes for which this corporation formed, are:

- (a) To acquire by purchase from Camp Delton, Inc., approximately 93 acres of land (the "Campground") in Wisconsin Dells, WI. The purpose of this purchase is to hold, own and continue to improve the campground as a first-class camping area for the pleasure, recreation and exclusive benefit of Club members, their immediate families and guests. The Club will provide a clean, pleasant facility where members, their families and guests can come together to enjoy the outdoors. The Club will also contract for management services to supervise the maintenance, use and operation of the campground and the various permanent buildings and facilities located on the property. The Club will do all things necessary to carry out the operations of Camp Delton Club. The Club will charge and collect from Club members membership fees, dues, assessments and other fees as outlined in the Club bylaws.
- (b) In addition, to engage in any lawful activities not inconsistent with the purposes expressed in paragraph (a) hereof and within the purposes for which a corporation may be organized under the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes, as amended.

ARTICLE III

Membership

- 1.1 Eligibility and Acceptance. Any person 18 years and over is eligible for Club membership. Prior to December 31, 1975 members shall be accepted by the initial directors named in the original Articles of Incorporation. After December 31, 1975, members shall be accepted upon an affirmative vote of five (5) of the directors at a properly constituted meeting of the Board of Directors at which seven (7) or more directors are present.
- 1.2 Qualifications and Rights. To qualify for membership, the purchaser must be buying the membership for his or her purpose to use the Club's facilities and common amenities for camping and recreational purposes as determined by Camp Delton Club Board of Directors.

1.3 Resignations. Resignations shall be stipulated in the Club bylaws.

ARTICLE IV

Principal Office

The address of the principal office of the corporation shall be E10305 Xanadu Road, Wisconsin Dells, WI 53965.

ARTICLE V

Initial Registered Agent

The name and address of the initial registered agent is:

Robert F. Murphy
Rt. 1, Box 77
Wisconsin Dells, WI 53965

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is Robert F. Murphy, Rt. Box 77, Wisconsin Dells, WI 53965

ARTICLE VII

Amendments

These Articles of Incorporation may be amended in any respect lawful under the Wisconsin Non-Stock Corporation Law, provided that the amendment does not change substantially the original purposes of the corporation and that these Articles of Incorporation as amended contain only such provisions as might then be lawfully contained in original articles of incorporation. It is the intent of these Articles of Incorporation that the provisions of Articles II, III, X, and XI hereof manifest the original purposes of the corporation.

Pursuant to Section 181.16 (1) of the Wisconsin Non-Stock Corporation Law, the right of members to vote upon amendments to these Articles of Incorporation or upon adoption or amendment of the bylaws of the corporation is hereby limited to the following extent: until after December 31, 1975, the members shall have no voting rights with respect to the adopted only at a meeting of the Board of Directors upon receiving the vote of a majority of the directors in office.

After December 31, 1975, these Articles of Incorporation may be amended at any special meeting of members duly called for that purpose or at any annual meeting of members, provided that a statement of the nature of the proposed amendment is included in the notice of the meeting. An amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by members present.

ARTICLE VIII

Bylaws

The initial bylaws of the corporation shall be adopted by its Board of Directors, subject to the limitation in Article VII which specifies the members right to vote upon the adoption or amendment of the bylaws. Thereafter, bylaws may be adopted either by the members or the Board of Directors, but no bylaw adopted by the members can be amended or repealed by the directors, unless the bylaw adopted by the members shall have conferred such authority upon the directors. Any bylaws adopted by the Board of Directors shall be subject to amendment or repeal by the members as well as by the directors.

ARTICLE IX

Initial Directors

The initial directors of the corporation shall be:

Robert F. Murphy, Rt. 1, Box 77, Wisconsin Dells, WI 53965

W.J. Murphy, 7423 Chevy Chase Court, Fox Lake, IL 60020

Mario Edigidi, Route 21, Libertyville, IL 60048

At the annual meeting of the corporation following the incorporation of the Club an additional director from the Club membership will be added to the Board of Directors as provided in the bylaws. At the next succeeding annual meeting an additional director will be elected from the membership of the Club as provided in the bylaws. As of the annual meeting of 1976 the three initial directors will resign and all directors will thereafter be selected from the membership as provided in the bylaws.

ARTICLE X

Stock Dividends; Miscellaneous

The Club shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Club shall be distributed to its members, directors or officers for services rendered, and may confer benefits upon its members in conformity with its purposes. The Club shall not engage in any activity which directly or indirectly shall constitute the carrying out of propaganda or of otherwise attempting to influence legislation.

ARTICLE XI

Dissolution

In the event of dissolution of the Club, All of its assets, after payment of or provision for all of its debts and liabilities, shall be applied and paid over:

- (a) to refund to each of its members the membership fee herein stated for the class of membership held by each such member, representing the amount received by the Club with respect to the initiation of the original holder of such membership; or, if the remaining net assets are insufficient to refund all such membership fees in full, then to refund pro rata such portion of such fees as can be paid out of the available funds; and
- (b) any remaining net assets shall be donated, as the Board of Directors shall designate, to the State of Wisconsin or any County or municipal corporation of the State of Wisconsin, to be used for public park or public recreational facilities purposes.

Changes to these Articles of Incorporation were done in accordance of State Law with the Wisconsin Department of Financial Institution.

Article II letter a: Amended May 3, 1980

Article III Membership 1.1: Amended May 3, 1980

Article III Membership 1.2: Amended October 16, 1987

Article III Membership 1.3: Amended to create a new section 1.3 October 16, 1987

Article II and Article III: Amended April 2015

Article VII Amendments: Amended to remove proxy voting as a right of membership: April 2015

*Proposed changes: April 2015
Voted and approved by membership: XXXX*