

Updated as of June 21, 2021 to include:

- Amendment #1 (May 10, 1980),
- Amendment #2 (Oct 16, 1987)
- Amendment #3 (Sep 8, 2016)

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. (sometimes hereinafter called the "Club").

ARTICLE II

Purposes

The purposes for which this corporation is 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 and their immediate families, and their guests. The club will provide a clean, pleasant facility where members, their families and their 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 charge and collect from Club members the membership fees, dues, other fees and assessments as outlined in the Club bylaws. **(AMENDMENT #3, APPROVED BY STATE SEP 8, 2016)**
- 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

Members

- 1.1 Eligibility and Acceptance. Any person 18 years and over shall be 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. Beginning July 16, 2016, the purchaser will be accepted as a member upon completion of his or her membership purchase. **(AMENDMENT #3, APPROVED BY STATE SEP 8, 2016)**
- 1.2 Qualification and Rights. To qualify for membership, an individual must purchase for his or her own account and intentions of using the Club for camping and recreation purposes. Any person that qualifies for membership will be assessed membership dues which are determined by the Club Board of Directors. Payment of the annual membership dues entitles the member to use a designated portion of the

campground as determined by the Board of Directors, as well as use of common amenities of the Club.
(AMENDMENT #3, APPROVED BY STATE SEP 8, 2016)

1.3 Resignations. Resignations shall be stipulated in the Club Bylaws. **(AMENDMENT #3, APPROVED BY STATE SEP 8, 2016)**

ARTICLE IV

Principal Office

The address of the principal office of the corporation shall be E10305 Xanadu Road, Wisconsin Dells, WI 53965. **(AMENDMENT #3, APPROVED BY STATE SEP 8, 2016)**

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. #1, Box 77, Wisconsin Dells, WI 53965.

ARTICLE VII

Amendments

These Articles of Incorporation may be amended in any respect lawful under the Wisconsin Nonstock 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 Nonstock Corporation Law, the right of members to vote upon amendments to these Articles of Incorporation or upon adoption or amendment of the By-laws of the corporation is limited to the following extent: until after December 31, 1975 the members shall have no voting rights with respect to the adoption of any such amendments or bylaws, and any such amendment or By-law may be 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.

(AMENDMENT #3, APPROVED BY STATE SEP 8, 2016)

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 that 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. **(AMENDMENT #3, APPROVED BY STATE SEP 8, 2016)**

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 Edgidi, 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 By-laws. At the next succeeding annual meeting an additional director will be elected from the membership of the Club as provided in the By-laws. As of the annual meeting of 1976 the three initial directors will resign and all directors thereafter be selected from the membership as provided in the By-laws.

ARTICLE X

Stock Dividends; Miscellaneous

The Club shall not have or issue sales 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. The Club may pay compensation in a reasonable amount to 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 purposed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 20th day of March, 1975

//signed//

Robert F. Murphy

STATE OF WISCONSIN
COUNTY OF Dane

Personally came before me this 20th day of March 1975, the above-named Robert F. Murphy to me known to be the person who executed the foregoing instrument and acknowledged the same.

Diane Monkein

Notary Public, State of Wisconsin

This document was prepared by
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STATE OF WISCONSIN
Department of State
FILED MAR 20 1975
Douglas Lapollette,
Secretary of State