

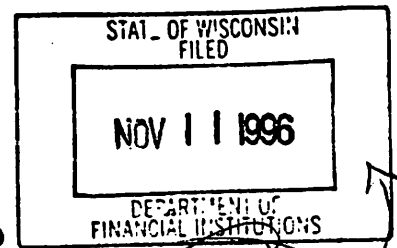
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FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

COPY

ARTICLES OF INCORPORATION
OF

36 NOV 4

FOX RUN SETTLEMENT ARCHITECTURAL AND
AESTHETIC CONTROL COMMITTEE CORPORATION



The undersigned Incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation without stock and not for profit (the "Corporation") under the Wisconsin Nonprofit Corporation Law, Chapter 181, Wis. Stats.

ARTICLE I
NAME

The name of the Corporation is:

FOX RUN SETTLEMENT ARCHITECTURAL AND
AESTHETIC CONTROL COMMITTEE CORPORATION

ARTICLE II
DURATION

This Corporation's period of existence shall be perpetual.

ARTICLE III
PURPOSE

The purposes of this Corporation shall be to promote, preserve, and enhance the interest and general welfare of Fox Run Settlement, situated in the Town of Plymouth, Sheboygan County, Wisconsin, through furthering of promotion of the architectural and aesthetics of the Fox Run Settlement and the operation thereof.

ARTICLE IV
POWERS

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provision thereto now enacted or hereafter amended, including activities incidental to the stated aims and purposes, except as may be hereinafter limited.

ARTICLE V
MEMBERS

The Corporation shall have one class of members, whose rights and privileges shall be as set forth in the By-Laws of the Corporation.

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ARTICLE VI BOARD OF DIRECTORS

The number of directors shall be fixed by the By-Laws of the Corporation, but shall not be less than three (3). Unless otherwise provided by the By-Laws of the Corporation, the members of the Corporation shall elect its Board of Directors. The Directors shall serve such terms as may be provided in the By-Laws of the Corporation, or until death, incapacity, resignation or removal.

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Dan Joslyn	N6460 Oak Nob Plymouth, WI 53073
John Peterson	N6383 Hickory Cross Plymouth, WI 53073
C. Hamilton Rutledge	N6404 Oak Nob Plymouth, WI 53073
Michael J. Toppins	N6507 Oak Nob Plymouth, WI 53073

ARTICLE VII NONPROFIT CHARACTER

Inasmuch as this Corporation is organized exclusively for the promotion of the public welfare, public use and public benefits aforementioned, and in the philanthropic and civic interests aforescribed, this Corporation shall issue no capital stock, pay no dividends, and pay no salaries (other than employees) to its Incorporators, Directors, or Officers, and no part of the net earnings of this Corporation shall inure to the benefit of any Director, Officer, or other individual. It is, accordingly, declared that this Corporation is not organized for pecuniary profit and is, and shall remain, a nonprofit corporation, without motive of financial gain or profit, and none of the earnings or assets of this Corporation shall be distributed to any Director or Officer.

ARTICLE VIII NONPOLITICAL CHARACTER

The Corporation shall not engage in any activities which directly or indirectly shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted by the Internal Revenue Code as amended from time to time for

corporations of like character, nor shall the Corporation participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IX DISSOLUTION

On dissolution or final liquidation of the Corporation, all of the remaining assets, property and income owned or held by the Corporation shall be used exclusively for one or more of the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE X AMENDMENTS

The provisions of these Articles of Incorporation, except those set forth in Article IX above, may be amended in the manner prescribed by Wisconsin Nonstock Corporation Law, as from time to time amended, with voting, as provided by the By-Laws.

ARTICLE XI REGISTERED AGENT AND PRINCIPAL OFFICE

The name, address, and county of the registered agent and principal office of the Corporation is:

James M. Roenitz
N6361 Oak Nob
Plymouth, WI 53073

3 Change?

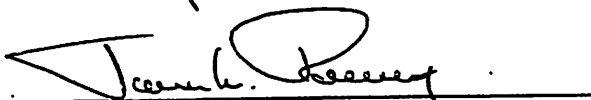
ARTICLE XII INCORPORATOR

The name and address of the incorporator of the Corporation is:

James M. Roenitz
N6361 Oak Nob
Plymouth, WI 53073

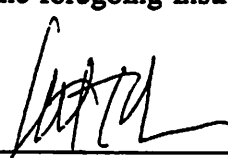
EXECUTED IN DUPLICATE

Oct
Dated: May *26*, 1996


James M. Roenitz, Incorporator

STATE OF WISCONSIN)
) ss.
SHEBOYGAN COUNTY)

Personally came before me this 26th day of May, 1996, the above-named James M. Roenitz, to me known to be the person who executed the foregoing instrument and acknowledged the same.



Robert T. Melzer
Notary Public, State of Wisconsin
My commission is permanent

This instrument was drafted by:

Attorney Robert T. Melzer
Rohde, Dales, Melzer, Te Winkle & Gass
607 N. 8th Street, Seventh Floor
Sheboygan, WI 53081
(414) 458-5501

To be Recorded in Sheboygan County:
615 North 6th Street
Sheboygan, Wisconsin 53081