RIVER BLUFF CONDOMINIUM ASSOCIATION, INC.

DISCLOSURE MATERIALS

SECTION D

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION

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Form 103-Sec. State
Certificate of Incorporation

United States of America

State of Wisconsin

Office of Secretary of State

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that on June 26, 1972 *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:

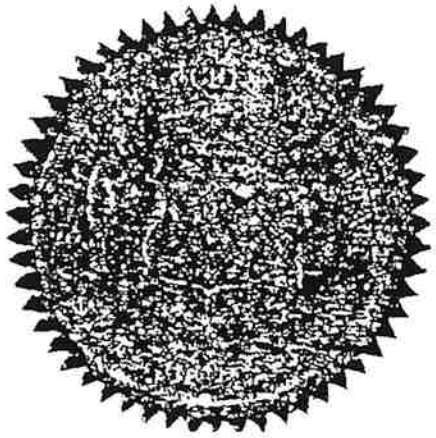
Name: River Bluff Condominium Association, Inc.

Principal Office: 735 N. Water St.
Milwaukee, Wisconsin 53202

Purposes for which organized: to serve as an association of unit owners under the Wisconsin Condominium Ownership Act who own certain residential property located in Waukesha County....

I further 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 Milwaukee *County, Wisconsin, on* July 5, 1972

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 Madison, on July 12, 1972

VEL PHILLIPS
SECRETARY OF STATE

5325845
REGISTER'S OFFICE } ss
THIS MUST BE RECORDED PROMPTLY WITH THE COUNTY REGISTER OF DEEDS 3 00 PM

14&15 1971

United States of America

State of Wisconsin—Office of the Secretary of State

To All to Whom These Presents Shall Come, Greeting:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, Wisconsin, on

JUN 26 '79

Val Phillips

VEL PHILLIPS
Secretary of State

.25

ARTICLES OF INCORPORATION
OF
RIVER BLUFF CONDOMINIUM ASSOCIATION, INC.

I, the undersigned, being a natural person over the age of 21 years and acting as incorporator of a nonstock, nonprofit corporation under the provisions of the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, do hereby adopt the following as the Articles of Incorporation of such corporation:

ARTICLE I

Name

The name of the Corporation shall be River Bluff Condominium Association, Inc.

ARTICLE II

Period of Existence

The period of existence of the Corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this Corporation is organized are as follows:

(a) To serve as an association of unit owners under the Wisconsin Condominium Ownership Act who own certain residential property located in Waukesha County, State of Wisconsin (the "Property") subject to the terms and conditions of the Declaration of Condominium as the same may be amended from time to time (the "Declaration") for River Bluff Condominium (the "Condominium") as recorded in the office of the Register of Deeds for Waukesha County, Wisconsin;

(b) To serve as a means through which the unit owners may collectively and efficiently manage, maintain,

reconstruct and care for the Property in accordance with the Wisconsin Condominium Ownership Act and the Declaration; and

(c) To engage in any lawful activity related to the foregoing within the purposes for which a nonstock, nonprofit corporation may be organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, subject to the Wisconsin Condominium Ownership Act and the Declaration.

ARTICLE IV

Powers

The Corporation shall have all of the powers enumerated in the Wisconsin Nonstock Corporation Law, to the extent not inconsistent with the Wisconsin Condominium Ownership Act, the Declaration and the By-Laws of the Corporation, including without limitation, the following:

(a) To exercise exclusive management and control of the common elements described in the Declaration;

(b) To operate, repair, replace, reconstruct, protect and maintain the common elements described in the Declaration;

(c) To purchase, lease or otherwise acquire units on behalf of all the unit owners and to sell, lease, mortgage, vote the votes appurtenant to, and otherwise deal with said units so acquired on behalf of all the unit owners;

(d) To hire, engage or employ and discharge such persons or entities as it may deem necessary or advisable to assist in the management of its affairs and the maintenance and operation of the Property;

(e) To determine, levy and collect assessments against the unit owners and use the proceeds thereof in the exercise of its powers and duties, including without limitation, the payment of operating expenses of the Corporation and the common expenses relating to the maintenance, repair, replacement, reconstruction, operation and protection of the common elements described in the Declaration;

(f) To purchase insurance on the Property and insurance for the benefit of the Corporation and its members;

(g) To adopt and amend rules and regulations governing the use and operation of the Property;

(h) To enforce by legal means the provisions of the Wisconsin Condominium Ownership Act, the Declaration, the By-Laws of the Corporation and any rules and regulations governing the use and operation of the Property;

(i) To establish and maintain one or more bank accounts for deposit and withdrawal of the funds of the Corporation; and

(j) To do all things necessary or convenient to effectuate the purposes of the Corporation.

ARTICLE V

Members

There shall be one class of members designated as "unit owners". The rights and qualifications of members are set forth in the By-Laws of the Corporation.

ARTICLE VI

Principal Office and Registered Agent

The location of the principal office of the Corporation shall be 735 North Water Street, Milwaukee, Wisconsin, 53202 and the initial registered agent shall be River Bluff, Inc., a Wisconsin corporation. The address of the initial registered agent is 735 North Water Street, Milwaukee, Wisconsin 53202.

ARTICLE VII

Directors

The number of directors of the Corporation shall be fixed in the By-Laws of the Corporation and in no event shall be less than three. The manner in which directors shall be selected, appointed and removed shall be set forth in the By-Laws of the Corporation.

The number of directors constituting the initial Board of Directors shall be three, and the names and addresses of the initial directors are:

James E. Grootemaat
617 West Russet Drive
Mequon, WI 53092

Roger L. Boerner
5851 North Maitland Court
Milwaukee, WI 54217

Milo E. Schandelmeier, Jr.
735 North Water Street
Milwaukee, WI 53202

ARTICLE VIII

Incorporator

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

John A. Erich, Esq.
c/o Reinhart, Boerner, Van Deuren,
Norris & Rieselbach, s.c.
1800 Marine Plaza
Milwaukee, Wisconsin 53202

ARTICLE IX

Dissolution

The Corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the net earnings, assets or surplus of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or any other private individual other than by a rebate of excess membership dues, fees or assessments. The Corporation may pay compensation in reasonable amounts to employees, members, directors or officers for services rendered and may confer benefits upon its members

in conformity with its purposes and to the extent not prohibited in its By-Laws.

Executed in duplicate this 11th day of June, 19 79.

John A. Erich, Incorporator

State of Wisconsin)
: SS
Milwaukee County)

Personally came before me this 11th day of June, 19 79, the above-named John A. Erich, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein contained.

(John L. Horwich)
Notary Public, State of Wisconsin
My commission is permanent.

This instrument was drafted by John A. Erich.

Please return to: John A. Erich, Esq.
1800 Marine Plaza
Milwaukee, WI 53202

STATE OF WISCONSIN

JUN 2 6 1979

SECRETARY OF STATE

STATE OF WISCONSIN, } SS.
Milwaukee County,

Office of
REGISTER OF DEEDS

No. 94127

I, Walter R. Barczak Register of Deeds in and for said County do hereby certify that the foregoing is a true and correct transcript from the records in my office as recorded in reel volume ——— of ——— image on page ———, that I have carefully compared the same with said Records, and that it is the correct copy thereof, and of the whole thereof.

Seal

In Testimony Whereof, I have hereunto set my hand and affixed my official seal this ——— day of ——— A.D., 19 ——.

Walter R. Barczak
Register of Deeds, Milwaukee County, Wis.

Deputy Register of Deeds

5513 R1

RIVER BLUFF CONDOMINIUM ASSOCIATION, INC. CONSENT
OF DIRECTORS IN LIEU OF SPECIAL MEETING OF DIRECTORS

The undersigned, being all of the directors of River Bluff Condominium Association, Inc., a Wisconsin nonstock corporation, and acting pursuant to Section 181.72, Wisconsin Statutes, hereby consent to the following as if unanimously adopted at a directors' meeting duly called and held this date for the purpose of taking such action:

RESOLVED, that the President is directed to call a special meeting of the unit owners of River Bluff Condominium; said meeting to be held on August 19, 1985 at 7:00 o'clock PM. at N85 W15700 Garage; the notice of said special meeting shall state that the special meeting shall be held for the purposes of voting upon the adoption of the following resolutions:

1. RESOLVED, that Article VI of the Articles of Incorporation of River Bluff Condominium Association, Inc. be, and the same is hereby amended to read as follows, to wit:

> Article VI Principal Office and Registered Agent The location of the principal office of the Corporation shall be at N85 W15700 Ridge Rd Men. Falls, Waukesha County, Wisconsin and the registered agent shall be Herman Fredrich. The address of the registered agent is N85 W15650 Ridge Rd Men. Falls, Waukesha, Wisconsin.

2. RESOLVED, that Article V, Section 11(f) of the By-Laws of River Bluff Condominium Association, Inc. be, and the same is hereby amended to read as follows, to wit:

> No animals of any kind shall be raised, bred or kept on the Property with the following exceptions:
>
> 1. fish, as long as they are kept in a tank with a capacity less than or equal to thirty gallons
> 2. no more than one cat in any unit
> 3. one Seeing Eye dog per visually impaired person occupying or visiting any unit
> 4. birds kept in cages

Notwithstanding the foregoing exceptions, no animal shall be permitted on the Property which causes an unreasonable disturbance; any animal excrement in common areas shall be removed immediately by the unit owner, lessee of a unit or land contract vendee of the unit in which the animal resides, and finally, no animal, with the exception of Seeing Eye dogs, shall be allowed to walk on the common elements of the Property. Except for Seeing Eyedogs used by visually impaired guests, no unit owner, lessee of a unit, or land contract vendee of a unit shall permit any guest to bring any animal of any kind onto the Property; furthermore, it shall be the responsibility of each unit owner, lessee, or land contract vendee to immediately remove from the Property any animal brought by any of their guests. Failure to comply with this Section shall subject the unit owner, lessee, or land contract vendee to penalties of $5.00 per day of violation; furthermore, the Board of Directors shall have the right to enforce the provisions of this Section by commencing a legal action for an injunction. In addition to the penalties provided in this Section any person violating the provisions of this Section shall be liable to pay all expenses reasonably incurred by the Association in enforcing the provisions of this Section, including reasonable attorneys fees.

Dated: July 15, 1985

Herman Fredrich Director

Jack Rickards Director

Kathleen Lysaght Director

Herb Gross Director

Henry Reimer Director

Loretta Mortenson Director

Jim Stahlman Director

Mark Heyrman Director

Doris Barnes Director

Camco

INVESTMENT REAL ESTATE
• MANAGEMENT •
CONDOMINIUM AND APARTMENT MANAGEMENT COMPANY

August 2, 1994

RIVER BLUFF CONDOMINIUM ASSOCIATION, INC.
Notice of Special Meeting of Unit Owners
on August 15, 1994

Dear River Bluff Unit Owner:

Pursuant to Section 3 of Article III of the By-Laws of River Bluff Condominium Association, Inc. and at the direction of its president pursuant to a resolution of the Board of Directors, a special meeting of unit owners has been called. The meeting will be held at DeMarinis' Restaurant, N88 W15229 Main Street, Menomonee Falls, Wisconsin at 6:30 p.m. on August 15, 1994.

The purpose of this meeting is as follows:

1. To amend the Articles of Incorporation in order to exempt certain association income from Wisconsin franchise taxes. A copy of the proposed amendment is enclosed.

2. To amend Section 11 of Article V of the By-Laws to add proposed subsection (j) regarding jacuzzi tubs. A copy of the proposed amendment is enclosed.

3. To discuss the new Wisconsin recycling law which becomes effective January 1, 1995.

Your presence or your proxy is extremely important at this meeting to ensure a quorum and to obtain the necessary votes to amend the Articles of Incorporation and the By-Laws. If you find you cannot attend this meeting, please date and sign the enclosed proxy and return it to a board member or unit owner of your choice.

CAMCO MANAGEMENT, INC.
Managing Agent for
River Bluff Condominiums

By: Virginia Cameron
Virginia Cameron

CAMCO MANAGEMENT INC
12700 WEST BLUEMOUND ROAD • ELM GROVE, WISCONSIN 53122 • (414) 797-8980

NOW READS

ARTICLE IX

Dissolution

The Corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the net earnings, assets or surplus of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or any other private individual other than by a rebate of excess membership dues, fees or assessments. The Corporation may pay compensation in reasonable amounts to employees, members, directors or officers for services rendered and may confer benefits upon its members in conformity with its purposes and to the extent not prohibited in its By-Laws.

"Resolved that ARTICLE IX of the Articles of Incorporation of River Bluff Condominium Association, Inc. is amended in its entirety to read as follows:

ARTICLE IX

Dissolution

The Corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the net earnings, assets or surplus of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or any other private individual other than be a rebate of excess membership dues, fees or assessment. **Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation (including its liability for the distribution of proceeds of insurance according to the provisions of Wis. Stats. §703.17 and §703.18 or any declaration and/or By-Law provision pertaining to such proceeds) and the payment of any dividend authorized by the preceding sentence, dispose of all assets of the Corporation 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 under the Internal Revenue Code of 1986 (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 Circuit Court of Waukesha County, Wisconsin, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.** The Corporation may pay compensation in reasonable amounts to employees, members, directors or officers for services rendered and may confer benefits upon its members."

Note that the only change to the original ARTICLE IX is the addition of the bold faced language. For informational purposes, I am also enclosing a copy of Wis. Stats. §703.17 and §703.18 which are referenced in the above amended language; these statutes deal with the distribution of insurance proceeds in the event of destruction of condominium.