

Restated Articles of Incorporation
of
Wind Meadows Corporation
A Non-Stock Corporation

ARTICLE I
Name

The name of the corporation shall be WIND MEADOWS CORPORATION.

ARTICLE II
Purposes

The purposes of the corporation are:

(a) To own, develop, maintain and operate a private community center and other private recreational facilities in the Village of Wind Point.

(b) To receive grants from private corporations, persons and governmental agencies for the purpose of defraying the cost of building or operating such facilities.

(c) To establish reasonable charges and assessments for the use of the community center and other facilities, such charges and assessments to provide for the maintenance, improvement, use, and possible expansion of such center and facilities.

(d) To own, lease, improve, operate and maintain the outlots, together with the open spaces and facilities therein, which are described on the plats of the various additions to and subdivisions of the Wind Meadows Planned Community Development Subdivision in the Village of Wind Point, Wisconsin, ("Wind Meadows") toward the object of preserving or enhancing the natural beauty of such land and the enjoyment thereof by the residents of Wind Meadows and members of the corporation.

(e) To determine the assessments and charges necessary to fulfill the obligations imposed by the "Restated Declaration of Conditions, Covenants, Restrictions and Easements Regarding Wind Meadows" and by these Articles and to levy and collect such assessments and charges.

(f) To care for vacant, unimproved or unkept land, lots, or building sites within Wind Meadows and to remove grass, weeds or any other unsightly growths, structures or objects therefrom and to do any other things necessary or desirable in the opinion of the Board of Directors of this corporation to keep the lots, trees, shrubs, other vegetation or any other things erected or placed in or upon the land in Wind Meadows neat and in good order.

(g) To examine and pass upon building, site, and landscape plans and specifications for any improvement to be erected, installed, or maintained (including residences, garages, fences, and walls) within Wind Meadows; to designate what areas of any lot may be occupied by any buildings or structures; to provide the distance that any building or buildings shall be placed from any street, drive or the lot line, subject to the restrictions now created, or which may hereinafter be created for the land hereinafter described. The corporation shall carry out the foregoing through the Architectural Control Committee established in the By-laws of the corporation, or through other committees established by the Board of Directors.

(h) To do and enforce all things that are necessary, proper or convenient to enforce, carry out and fulfill the general intent and terms of the "Restated Declaration of Conditions, Covenants, Restrictions and Easements Regarding Wind Meadows," and all other Declarations and Open Space Easements which are and may hereafter be recorded affecting Wind Meadows and to make such rules and regulations and do and perform such acts as may be necessary or incidental to the health, comfort, safety, or general welfare of the persons residing on the property hereinafter described.

(i) To do any and all things in furtherance of its work and which may be necessary, proper or convenient for the carrying on of the purposes of said corporation.

(j) To purchase, sell, lease, mortgage, exchange, divide and improve real and personal property.

(k) To select, adopt, own, promote, maintain, register and/or accept assignment of or licenses with respect to trademarks, service marks, trade names or other proprietary rights, such as, for example, the mark "WIND MEADOWS", which may be used in conjunction with any activity conducted or engaged in or services performed, by or with the authority of the corporation, as provided or permitted in the Articles of Incorporation and the By-laws; to control, license, franchise, assign or otherwise dispose of, any trademarks, service marks, trade names or other proprietary rights which the corporation may own, control, or be licensed in respect of, and/or to enter into agreement of any kind whatsoever relating thereto, and to receive payments, royalties and/or fees therefor.

(l) To do anything similar or dissimilar to the foregoing purposes which is permitted of a non-stock corporation organized pursuant to Chapter 181 of the Wisconsin Statutes.

(m) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or to annex additional property.

The land expressly referred to in the foregoing powers as Wind Meadows is:

All lands within the Wind Meadows Planned Community Development Subdivision, being a subdivision of a part of Section 27 and 28, Township 4 North, Range 23 East, in the Village of Wind Point, Racine County, Wisconsin, together with any and all other real property as may from time to time be added thereto.

ARTICLE III Membership

All owners of an interest in residential lots and units within Wind Meadows, except mortgagees and land contract vendors, who purchased such interest after October 1, 1975; all owners of an interest in residential lots and outlots within Wind Meadows, except mortgagees and land contract vendors, who purchased such interest prior to October 1, 1975, and who make written application for membership; certain lessees of residential real property in Wind Meadows; Johnson Real Estate Corporation, the developer of Wind Meadows, and its successors; residents of the Village of Wind Point upon application; and such other persons as are invited by the Board of Directors shall be members of the corporation subject to the terms, conditions, and obligations relating to membership as may be set forth in the By-laws of the corporation.

ARTICLE IV Directors

The number of the directors of the corporation shall be fixed by the By-laws and in no event shall be less than four (4) nor more than seven (7). The number of directors constituting the present Board of Directors after recordation of these Restated Articles of Incorporation with the Register of Deeds for Racine County, Wisconsin, shall be four (4) and the names and addresses of the directors are:

1. Paul J. Cody
4304 Taylor Avenue
Racine, Wisconsin
2. Ernest L. Estes
1219 Valley View Drive
Racine, Wisconsin
3. Robert A. Gibson
1416 Main Street
Racine, Wisconsin

4. Gordon W. Raguse
300 Northwood Drive
Racine, Wisconsin

The manner in which directors shall be elected or appointed shall be provided by the By-laws.

ARTICLE V

The Board of Directors shall adopt the initial By-laws. The By-laws may be amended as provided in the By-laws.

ARTICLE VI Principal Office

The location of the principal office of the corporation shall be 4061 North Main Street, Racine, Wisconsin 53402.

ARTICLE VII Registered Agent

The name and address of the registered agent for the corporation is:

P. J. Cody
4061 North Main Street
Racine, Wisconsin 53402.

ARTICLE VIII Stock, Dividends, Dissolution

The corporation shall not have or issue shares of stock. No dividend shall ever be paid and no part of the assets or surplus of the corporation shall be distributed to its members, directors, or officers. The corporation may pay compensation in a reasonable amount to employees, members, directors, or officers for services rendered, and may confer benefits upon its members in conformity with its purposes.

In the event of dissolution of the corporation, all of its assets, after payment of its liabilities shall be distributed to such one or more nonprofit corporations, societies, or organizations having purposes deemed by a majority of its directors to be similar to those of this corporation and if none are deemed to exist, then to nonprofit corporations, societies or organizations devoted to the promotion of aesthetic, cultural or educational purposes.

ARTICLE IX Amendment

These Articles may be amended as provided in the By-laws of the corporation.

ARTICLE X Restated Articles of Incorporation

These Restated Articles of Incorporation have been adopted by the Board of Directors of the Wind Meadows Corporation by unanimous written consent of that Board dated October 16, 1975, and in conformance with the provisions of the By-laws of the Corporation and §181.36(1)(b) and 181.39 of the Wisconsin Statutes (1973). These Restated Articles have not been approved by the members of the corporation as such members do not have voting rights on amendment of the Articles of Incorporation. These Restated Articles of Incorporation shall supersede and take the place of the original Articles of Incorporation for Wind Meadows Corporation filed with the Secretary of State of the State of Wisconsin on February 7, 1966, and recorded in the office of the Register of Deeds for Racine County, Wisconsin, in Volume 22 of Corporations, at page 135, as Document No. 802261, and amendments to the Articles of Incorporation of Wind Meadows Corporation filed with the Secretary of State of the State of Wisconsin on October 20, 1967, and recorded in the office of the Register of Deeds for Racine County, Wisconsin, in Volume 25 of Corporations, at page 79, as Document No. 830158.