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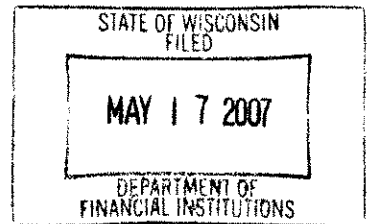
**NON-STOCK ARTICLES OF INCORPORATION
SOUTHBRIDGE NEIGHBORHOOD POOL, INC.**

The following Articles of Incorporation of Southbridge Neighborhood Pool, Inc. have been duly adopted pursuant to and in the manner provided by law under Chapter 181, Wisconsin Statutes:

FIRST: The name of the corporation is Southbridge Neighborhood Pool, Inc. (hereafter "Association").

SECOND: The period of existence shall be perpetual.

THIRD: This Corporation shall not have or issue shares of stock.



FOURTH: The corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the ownership, control, maintenance, improvement, operation and order of a neighborhood swimming pool and related facilities, located in the Ashlawn Addition to Southbridge, Village of Waunakee, Dane County, Wisconsin, to serve only members who are residents of the Southbridge, and all of the Additions thereto, including, but not limited to, the Blue Ridge Addition to Southbridge and the Ashlawn Addition to Southbridge, and owners of detached, single-family residential lots abutting Emerald Grove Lane in the Town of Westport, and further including their guests, members of the family of Donald C. and Joanne K. Tierney, and other persons if deemed necessary to offset the cost of operating the pool. In furtherance of these purposes, the corporation shall have the power to (and shall exercise such power where stated below):

(a) The corporation shall establish procedures in the bylaws for the acquisition of memberships in the Association, including adopting procedures to limit memberships to, and transfers thereof to, residents of Southbridge and the various Additions thereto, including, but not limited to, the Blue Ridge and Ashlawn Additions thereof, and owners of detached, single family residential lots abutting

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Emerald Grove Lane, and to fix, collect and enforce payment by any lawful means, of all membership initiation fees, assessments, and dues, and pay all expenses in connection with the operation of the pool and all other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(b) acquire, own, hold, improve, operate, maintain, convey, sell, lease, transfer, dedicate for public or utility use or otherwise dispose of real or personal property in connection with the affairs of the corporation, including the acquisition of the neighborhood swimming pool located in the Ashlawn Addition to Southbridge, Village of Waunakee, Dane County, Wisconsin;

(c) have and exercise any and all powers, rights and privileges which a corporation organized under the Wisconsin Non-Profit Corporation Law by law may now or hereafter have or exercise; and

(d) establish rules and regulations concerning the facilities, property and affairs of the Association.

FIFTH: The owner of record on the books of the Association of a full membership, whose payments of all dues, assessments, and membership and initiation fees are current, shall be a member of the Association. Where more than one person holds an interest in any membership, such as a husband and wife, all such persons shall be members, but such membership shall have only one vote.

SIXTH: The membership of the corporation shall be regulated by the bylaws of this corporation in addition to the requirements of these Articles.

SEVENTH: Members shall be entitled to one vote for each membership. Where more than one person holds an interest in a membership, the vote shall be exercised as such persons shall determine among themselves, but in no event shall more than one vote be cast with respect to any membership. There may be no split vote. Prior to the

time of any meeting at which a vote is to be taken, each membership having co-owners shall file the name of the voting co-owner with the secretary of the corporation in order to be entitled to a vote at such meeting, unless such co-owners have filed a general voting authority applicable to all votes until rescinded.

EIGHTH: The principal office of the corporation is located in Dane County, Wisconsin. The address of such principal office is: 1216 Lawton Lane, Waunakee, Wisconsin 53597.

NINTH: The name of the initial registered agent is: Kenneth Dziuk. The address of the initial registered agent is: 1216 Lawton Lane, Waunakee, WI 53597.


TENTH: Notwithstanding any other provisions hereof to the contrary, these Articles (other than Articles Eight, Nine and Twelfth) may not be amended without the written consent of Donald C. Tierney and Joanne K. Tierney or their successors and assigns, the developers of Southbridge and all of the Additions thereto, including, but not limited thereto, Ashlawn Addition and Blue Ridge Addition to Southbridge, so long as either Donald C. Tierney or Joanne K. Tierney or their successors or assigns have declarant control of any of the homeowners associations for any of such plats under the articles of incorporation or bylaws thereof or so long as the Corporation has any indebtedness to Donald C. Tierney or Joanne K. Tierney or their successors or assigns.

ELEVENTH: The number of directors shall be fixed by By-Law, but the initial Board of Directors shall consist of three (3) persons. The manner of election of directors shall be fixed by By-Law. The initial directors shall be selected by the incorporator.

TWELFTH: The name and address of the incorporator is: Donald C. Tierney, 3564 Egge Road, DeForest, Wisconsin 53532.

THIRTEENTH: Subject to any limitations above, these articles of incorporation may be amended in the following manner: Amendments may be approved by the Board of Directors by a favorable vote of a majority of those present and voting, provided notice of such proposed amendment shall have been given in writing to the Board of Directors at least ten (10) days in advance of such meeting, but no amendment may be adopted by the Board of Directors which affects the membership rights of any existing member without the approval of a majority of the members at a meeting held after at least ten (10) days written notice to the members of such proposed amendment in advance of such meeting, and no amendment may be adopted without compliance with Article Tenth hereof.

Executed this 15th day of May, 2007.


Donald C. Tierney, Incorporator

*This document drafted by
and to be returned to:
Michael J. Lawton
P.O. Box 1507
Madison, WI 53701*

