

**ARTICLES OF INCORPORATION**  
**of the**  
**LAKE GENEVA YACHT CLUB, INC.**

These Articles of Incorporation of the Lake Geneva Yacht Club, Inc., duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, replace the existing Articles of Incorporation and any amendments thereto.

**ARTICLE I—NAME**

The name of the corporation is Lake Geneva Yacht Club, Inc. (“Club”).

**ARTICLE II—PURPOSES**

The Club is organized and shall be operated primarily for the enjoyment and support of the sport of sailboat racing by Club members, their families, and guests. Notwithstanding any other provision of these Articles, the Club shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

To accomplish these purposes, the Club

- A. shall conduct races and regattas;
- B. shall train members for service on race committees and protest committees and for other race management duties;
- C. shall provide buildings, grounds, and equipment to support the Club's programs;
- D. shall encourage compliance with recognized principles of sportsmanship and fair play;
- E. shall encourage a spirit of volunteerism among members in support of the Club's programs;
- F. may teach sailing and racing;
- G. may promote and support development and study of the history of the Club and sailing on Geneva Lake;
- H. may foster and promote understanding of environmental responsibility; and
- I. may provide for other activities related to the Club's purposes.

**ARTICLE III—MEMBERS**

Categories of membership, rights and responsibilities of members, and other provisions concerning membership shall be stated in the Club’s Bylaws.

**ARTICLE IV—BOARD OF DIRECTORS**

Corporate powers shall be exercised by a Board of Directors in conformity with policy established by the membership. The authority and responsibilities of the Board, including direction of the management of the affairs of the Club, shall be stated in the Bylaws. The Bylaws shall also state the number of Directors and the manner in which they shall be elected.

**ARTICLE V—REGISTERED AGENT**

The name and address of the registered agent and registered office of the Club at the time of the adoption of these Articles of Incorporation is Michael K. Keefe, 1250 South Lake Shore Drive, Fontana, Wisconsin 53125.

**ARTICLE VI—PRINCIPAL OFFICE**

The principal office of the Club at the time of the adoption of these Articles of Incorporation is 1250 South Lake Shore Drive, Fontana, Wisconsin 53125.

**ARTICLE VII—DISSOLUTION**

The Club may be dissolved or merged with another organization only upon the affirmative vote of at least two-thirds of the entire membership of the Board of Directors and also the affirmative vote, at a Regular or Special Membership Meeting, of at least two-thirds of the members present or represented by proxy and eligible to vote. Written notice of the meetings of the Board and of the Club membership at which dissolution or merger will be discussed shall be mailed to each member at least 30 days before the meeting. Upon dissolution, the Board shall pay the Club’s liabilities and dispose of its assets to support the Club’s purposes, or transfer them to another organization or organizations having the same or similar purposes as those of the Club.

**ARTICLE VIII—ADOPTION, AMENDMENT, OR RESTATEMENT OF ARTICLES OF INCORPORATION OR BYLAWS**

Articles of Incorporation may be adopted, and these Articles of Incorporation may be amended or restated at a Regular or Special Membership Meeting upon the affirmative vote of at least two-thirds of the members present or represented by proxy and eligible to vote. The Club Bylaws may be amended only as provided in those Bylaws.

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## CERTIFICATE

This is to certify, pursuant to Section 181.1006(8) of the Wisconsin Statutes, that the foregoing Articles of Incorporation contain amendments to the Club's articles of Incorporation requiring approval by the members. The members adopted the Articles of Incorporation on September 5, 2009, in accordance with Section 181.1003 of the Wisconsin Statutes.

Executed as of the      day of      , 2009.

Michael K. Keefe, Commodore