

ARTICLES OF INCORPORATION

OF

WOODLAND CAMP ASSOCIATION, INC.

To the Secretary of State

of the State of Iowa:

We, the undersigned, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act under Chapter 504A, Code of Iowa, 1971 adopt the following Articles of Incorporation for such corporation:

I. The name of the corporation is Woodland Camp Association, Inc.

II. The period of its duration is perpetual.

III. The address of its initial registered office in the state of Iowa is RFD, Little Sioux, Iowa 51545 and the name of its initial registered agent at such address is Richard Cox.

IV. The number of directors constituting the initial board of directors of the corporation is one, and the names and address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard Cox	c/o Woodland Camp Association RFD, Little Sioux, Iowa 51545

V. The date on which the corporate existence shall begin is August 1, 1975.

VI. The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Cox	c/o Woodland Camp Association RFD, Little Sioux, Iowa 51545

VII. The purpose or purposes for which the corporation is organized are:

(a) To promote pleasure, social recreation and sports activities for its members, their families and guests and to develop and maintain a recreationally oriented environment in the Woodland Camp Subdivision, a subdivision of a part of Harrison County, Iowa (formerly known as Little Sioux Village Subdivision) as shown on the plats thereof filed with Recorder of Deeds for Harrison County (referred to herein as the "Development");

(b) To own, lease, operate, maintain, repair, replace and control the streets, amenities, utility facilities and those areas within the Development designated on the plats thereof as parks, lanes, recreational and common areas, and any other common or recreational facilities within the Development as may be conveyed to the corporation or be established or operated by it; and

(c) To provide a means for the promulgation and enforcement of all regulations necessary to the governing of the use and enjoyment of such streets, parks, lanes, common areas, amenities and other facilities owned or operated within the Development by the corporation.

VIII. Powers. The corporation shall have power to do whatever is necessary, conducive, incidental or advisable to accomplish and promote its purposes, except carrying on a business or trade for profit for its members, and in connection therewith shall have but shall not be limited to, the following powers:

(a) To acquire real or personal property by gift, purchase, lease or other means;

(b) To own, hold enjoy, lease, operate, maintain convey, sell assign, transfer, mortgage or otherwise encumber, or dedicate for public use, any real or personal property owned by it;

(c) To exercise the powers and functions granted to it in any recorded declarations, restrictions or covenants pertaining to the property in the Development;

(d) To construct, maintain and operate recreational and other facilities of all kinds within the Development;

(e) To care for vacant, unimproved or unkept lots;

(f) To maintain, rebuild, repair, beautify and otherwise care for all streets, project parks, pedestrian easements and drainage improvements within the Development not subject to maintenance by governmental authority;

(g) To pay taxes and assessments, if any, levied by any governmental authority on property owned by it;

(h) To enforce charges, easements, restrictions, covenants, conditions and agreements existing upon or created for the benefit of the real property in the Development or the owners thereof;

(i) To appoint such committees as may be necessary to, or convenient in, the discharge of any of its obligations or powers;

(j) To levy an annual charge upon its members and charges for services provided to members and to declare the same a lien against the property subject thereto in accordance with any recorded declarations, restrictions or covenants applicable to or affecting the property in the Development;

(k) To prescribe and enforce motor vehicle speed limits within the Development;

(l) To sue to collect any charges not paid and in connection therewith to foreclose any lien granted to it;

(m) To borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations;

(n) To expend its moneys for the payment and discharge of all proper costs, expenses and obligations incurred in carrying out all or any of these powers in furtherance of its purposes and objectives;

(o) To contract for and pay any premiums for fire, casualty, liability and other insurance, including indemnity and other bonds;

(p) To contract and pay for maintenance, gardening, utilities, materials, supplies and services relating to property or facilities owned or operated by it and to employ personnel reasonably necessary for the administration of its affairs including legal counsel and accountants;

(q) To do all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes;

(r) To levy such dues, charges and assessments, fines and penalties on members as may be provided in the By-Laws and to take such action to collect or enforce the same as said By-Laws or the recorded declarations, restrictions and covenants pertaining to the Development may authorize;

(s) To establish rules regulating the admittance of guests and tenants into the development and the conditions upon which such persons may be permitted to use the facilities of the Association, which may include use and admission fees for the extension of guest privileges, and

(t) To have and exercise all such further powers as are now or may hereafter be permitted by the General Not for Profit Corporation Act of Iowa or successor acts.

IX. Members.

(a) Classes. There shall be three (3) classes of membership in the corporation, i.e., Members, Associate Members, and Exchange Members.

(b) Members. Membership shall be appurtenant to ownership of a lot in the Development and anyone who owns or becomes an owner of a lot shall, by reason of such ownership, become and hereby is made a member of the corporation, provided that no person or entity holding an interest in a lot as security for performance of an obligation shall be a member until fee ownership is acquired by foreclosure or otherwise, whereupon it shall become a member.

Westwood, Inc. shall be a member by reason of and with respect to each lot owned by it in the Development. "Lot" for purposes of determining membership shall mean each numbered campsite lot (as opposed to community lots) described and set forth in the plat maps of the Development recorded and to be recorded in the Recorder of Deeds Office of Harrison County, Iowa.

Members shall be limited to the owners of one or more lots (as the same is defined herein). Only one of any group of co-owners of a lot shall be a member.

A lot held by a husband and wife in any form of joint ownership shall qualify the owners for one membership only, to be issued in the name of an exerciser by the husband unless otherwise directed.

Ownership of more than one lot shall entitle the owner to all the rights and privileges of membership and shall subject such owner to all the liabilities and duties attendant upon ownership of each lot separately; provided, however, that the corporation may issue a single certificate or other evidence of membership relating to all lots owned by a member; and provided further, that the owner of more than one lot shall be considered as a single member for purposes of notice and determination of associate memberships.

Only members shall be entitled to vote in the affairs of the corporation. A member shall be entitled to one vote for each lot the member owns in the Development, except that Westwood, Inc. shall have nine (9) votes for each lot it owns in the Development at the time of voting.

(c) Associate Members. The following shall be entitled to associate membership in the corporation:

- (i) Co-owners of any lot;
- (ii) The spouse and/or children of a member who also have the same residence as the member;
- (iii) Officers and directors of the corporation not otherwise a member by reason of lot ownership.

Persons qualifying under more than one of the above categories shall, nevertheless, be entitled to only a single associate membership.

Associate members shall have no vote or right to notice of any meeting of members, regular or special. Associate members shall not be required to pay an annual charge but shall be entitled to enjoy all the other privileges of membership, subject, however, to their observance of all rules and regulations governing the conduct of members.

Associate membership shall cease automatically upon termination of the status giving rise to such membership.

(d) Exchange Members. Any member or associate member in good standing of any similar organization composed of lot owners in another recreational subdivision similar to the Development which, by agreement with Westwood, Inc. or this corporation, offers reciprocal exchange membership privileges of a comparable nature to the members of this corporation to use the facilities of such other subdivision shall be Exchange Members and shall be entitled to the privileges of such membership upon establishing the requisite eligibility.

Exchange Members shall have no vote or right to participate in the management of the corporation but shall have the privilege of using the property and facilities of the corporation the same as members, subject to the rules, regulations and use charges applicable to members, Exchange Members shall not be required to pay annual assessments or membership fees.

X. Mergers and Consolidations. To the extent permitted by law the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of members holding at least two-thirds (2/3) of all the votes of the entire membership.

XI. Mortgages. The corporation shall have power to mortgage or encumber its real estate, and any facilities thereon, for the purpose of making improvements thereon, provided that any such mortgage or encumbrance shall have the assent of members holding at least two-thirds (2/3) of all the votes of the entire membership.

XII. Authority to Dedicate. The corporation shall have power to dedicate any of its property to an appropriate public authority for public use, provided that any such dedication shall have the assent of members holding at least two-thirds (2/3) of all the votes of the entire membership.

XIII. Dissolution. The corporation may be dissolved with the assent of members holding at least two-thirds (2/3) of all the votes of its entire membership. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consonant with Article XIV hereof) shall be given to every member at least ninety (90) days in advance of any action taken on the proposal.

XIV. Disposition of Assets upon Dissolution. Upon dissolution of the corporation, the assets both real and personal of the corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is not accepted, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the corporation.

XV. Amendments. These Articles may be amended in accordance with the law in the manner provided by the applicable laws of Iowa, provided that no provision of these Articles establishing a minimum voting requirement for the approval of any particular action on the part of the corporation may be amended without the concurrence of the minimum number of votes required to authorize the action itself and, provided further, that no amendment shall be the action itself and, provided, further that no amendment shall be effective which is inconsistent with the Declaration applicable to the Development.

DATED July 30, 1975.

Richard Cox
RICHARD COX

STATE OF IOWA I
)ss.
COUNTY OF POTTAWATTAMIE

On this 30th day of July, 1975, before me, a notary public in and for said County and said State, personally appeared RICHARD COX, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary



My Commission Expires 9-30-76

Karen Jones

KAREN JONES
NOTARY PUBLIC IN AND FOR SAID STATE

OFFICE OF THE SECRETARY OF STATE	
Des Moines, Iowa	
This instrument recorded in Book <i>7-C</i> Page <i>71</i> August 1, 1975	
Expires <i>Perpetual</i> Cert. No. <i>77261</i> Receipt No. <i>14061</i>	
Filed By <i>Richard H. Cox, Little Sioux, Iowa</i>	
Filing Fee <i>\$1.00</i> Recording Fee <i>30¢</i>	Secretary of State

\$1.00

\$.50