

ARTICLES OF INCORPORATION
OF
WESTCHESTER LAKES HOMEOWNERS ASSOCIATION, INC.

(A Nonstock, Nonprofit Corporation)

The undersigned, being an adult resident of the State of Wisconsin acting as incorporator under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be WESTCHESTER LAKES HOMEOWNERS ASSOCIATION, INC., which has a mailing address of c/o Republic Development, Inc., 500 West Brown Deer Road, Milwaukee, Wisconsin 53217, and which has its principal office located at 500 West Brown Deer Road, Milwaukee, Wisconsin 53217.

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 owners who own real estate and improvements in Westchester Lakes, a subdivision located in the City of Mequon, Ozaukee County, Wisconsin (such real estate and improvements hereafter sometimes referred to as "Westchester Lakes Subdivision"), subject to the terms and conditions of the Declaration of Restrictions and Homeowners Association for Westchester Lakes Subdivision and subsequent amendments such as are now or hereafter may be recorded in the Office of the Register of Deeds for Ozaukee County, Wisconsin (hereinafter referred to as the "Declaration");

(b) To serve as a means through which the owners may own, administer, manage, operate and control the common area and lots in accordance with the Declaration; and

(c) To engage in lawful activity 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 Declaration.

ARTICLE IV

Members

The corporation shall have one class of voting membership. The rights and qualifications of the members shall be as set forth in the Bylaws of the

corporation. The corporation may, as set forth in the Bylaws of the corporation, issue certificates evidencing membership in the corporation.

ARTICLE V
Powers

The corporation shall have all of the powers of a nonstock corporation as presently enumerated in the Wisconsin Nonstock Corporation Law, Chapter 181 of Wisconsin Statutes.

ARTICLE VI
Principal Office and Registered Agent

The location of the initial principal office of the corporation shall be c/o Republic Development, Inc., 500 West Brown Deer Road, Milwaukee, Wisconsin 53217, and the initial registered agent is Dennis M. Bush, whose address is 500 West Brown Deer Road, Milwaukee, Wisconsin 53217.

ARTICLE VII
Directors

The number of the directors of the corporation shall be as fixed in the Bylaws, but in no event shall be less than four (4). The manner in which directors shall be elected, appointed or removed shall be provided by the Bylaws.

The names and addresses of the directors constituting the first Board of Directors are:

Dennis M. Bush
c/o Republic Development, Inc.
500 West Brown Deer Road
Milwaukee, Wisconsin 53217

Robert Desmond
c/o Republic Development, Inc.
500 West Brown Deer Road
Milwaukee, Wisconsin 53217

Rick Read
c/o Republic Development, Inc.
500 West Brown Deer Road
Milwaukee, Wisconsin 53217

Tom Zimmerman
c/o Evergreen Homes
10344 N. Cedarburg Road
Mequon, WI 53092

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is:

Dennis M. Bush
c/o Republic Development, Inc.
500 West Brown Deer Road
Milwaukee, Wisconsin 53217

ARTICLE IX
Amendment

These Articles may be amended in the manner authorized by law at the time of amendment.

Executed in duplicate this 16 day of October, 1989.

Dennis M. Bush
Dennis M. Bush

STATE OF WISCONSIN)
) SS.
Milwaukee COUNTY)

Personally came before me this 16th day of October, 1989, the above-named Dennis M. Bush, as an individual, to me known to be the person who executed the foregoing instrument and acknowledged the same.

Care J. Swenig
Notary Public, State of Wisconsin
My Commission expires: April 18, 1993

THIS INSTRUMENT WAS DRAFTED BY:

Attorney John G. Gehringer
Frisch Dudek, Ltd.
825 North Jefferson Street
Milwaukee, Wisconsin 53202-6495
(414) 273-4000
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Ronald H. Vojt
REGISTER OF DEEDS
DOZAUKEE COUNTY, WI