

COPY

ARTICLES OF INCORPORATION
OF
CLEAR LAKE CAMP HOMEOWNERS ASSOCIATION

THE UNDERSIGNED, acting as incorporators of a corporation under the Iowa Nonprofit Corporation Act under the provisions of Chapter 504A of the 1993 Code of Iowa adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

1.1 The name of the corporation shall be Clear Lake Camp Homeowners Association.

ARTICLE II

REGISTERED OFFICE
AND
REGISTERED AGENT

2.1 The corporation shall be located in Cerro Gordo County, Iowa. The name of the Registered Agent and the Registered Office is as follows:

Matthew F. Berry
P.O. Box 187
306 Main Avenue
Clear Lake, Iowa 50428

ARTICLE III

DURATION OF CORPORATION

3.1 The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSE OF CORPORATION

4.1 To promote the social welfare of the persons or entities who either reside in, or own land or improvements to land located in the Clear Lake Methodist Camp, a platted area of Cerro Gordo County, Iowa. To promote such social welfare, the corporation

shall be primarily operated to promote the common good and general welfare of such persons; and to promote such common good and general welfare the corporation shall be primarily operated to bring about civic betterments and social improvements to the Clear Lake Methodist Camp. To fulfill such purpose the corporation shall be further empowered to engage in any and all lawful activities incidental to the foregoing purpose, except as restricted by law and by these Articles of Incorporation.

ARTICLE V

CORPORATION TO BE OPERATED AS A NONPROFIT ENTITY

5.1 The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501 (C) (4) of the Internal Revenue Code.

ARTICLE VI

DIRECTORS NOT TO RECEIVE NET EARNINGS OF THE CORPORATION

6.1 No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons or entities, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered to or property sold to the corporation and to make payments and distributions in furtherance of the purpose set forth in Article IV.

ARTICLE VII

CORPORATION TO BE NONPOLITICAL

7.1 The corporation shall not in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not engage in any activities which are unlawful under applicable federal, state, or local laws. No substantial part of the activities of the corporation shall consist of attempting in any manner to influence legislation except in furtherance of the purpose set forth in Article IV.

ARTICLE VIII

CORPORATION TO NOT ENGAGE IN TRADE OR BUSINESS

8.1 The corporation shall not operate for the purpose of carrying on a trade or business for profit.

ARTICLE IX

MEMBERSHIP IN THE CORPORATION

9.1 The owner of each private lot in the Clear Lake Methodist Camp originally platted as lots 28-33, 44-51, and 66-226 shall be members of the corporation. Each private lot in the Clear Lake Methodist Camp shall receive one certificate of membership in the corporation that will be eligible for casting of votes at the annual meeting and special meetings of the members of the corporation. In the event that a lot in the Clear Lake Methodist Camp has been subdivided the owner of record as shown in the records of the Cerro Gordo County Recorder's Office of more than fifty percent of the total square footage of said lot shall be the holder of the certificate of membership in the corporation for purposes of voting at the annual meeting and special meetings of members of the corporation. All certificates of membership in the corporation shall be held in total and shall not be subdivided due to members of the corporation only owning a partial interest in a lot in the Clear Lake Methodist Camp. Each member of the corporation, upon transfer of their lots owned in the Clear Lake Methodist Camp, shall as a condition of said transfer, convey to the individual or entity acquiring ownership of said lots in the Clear Lake Methodist Camp their certificate of membership in the corporation that has been issued due to their ownership of the lot or lots in the Clear Methodist Camp being transferred. In the event that any lot holder fails to transfer their certificates of membership in the corporation, upon transfer of ownership of their lot or lots in the Clear Lake Methodist Camp, the Secretary of the corporation shall reflect on the Certificates of Membership Book of the corporation the new owner of the lot or lots as the owner of the certificates of membership in the corporation, which should have been transferred by the previous lot holder.

ARTICLE X

DISSOLUTION OF THE CORPORATION

10.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment

of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purpose of the corporation set forth in Article IV hereof, in such manner, or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (C)(3) of the Internal Revenue Code, or to such organization or organizations organized exclusively for the promotion of social welfare purposes as shall at the time qualify as an organization for organizations described in Section 501 (C)(4) of the Internal Revenue Code, as the Board of Directors shall determine, or if the Board of Directors fails to determine, as a Court of competent jurisdiction shall determine.

ARTICLE XI

INTERNAL REVENUE CODE

11.1 All references herein to the provisions of the Internal Revenue Code shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United State Internal Revenue Laws).

ARTICLE XII

BYLAWS

12.1 The bylaws of the corporation shall be authorized to contain the designation of the members of the corporation, AND restrictions upon the transfer of the interests of such members in the corporation. Initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.

ARTICLE XIII

DIRECTORS

13.1 The number of directors constituting the initial Board of Directors of the corporation is ten. The names and addresses of the persons who are to serve as initial directors until their successors shall be elected and shall qualify are:

Robert Ellis
885 Maben
Garner, Iowa 50438

Norm Marty
2715 Hoover
Ames, Iowa 50010

Roy A. Hjelmaas
15332 3rd Street
Clear Lake, Iowa 50428

Bernard Olson
R. R. 1, Box 215
Clear Lake, Iowa 50428

Vincent James
R. R. 1, Box 216-C
Clear Lake, Iowa 50428

Gordon Packard
2305 East 12th
Des Moines, Iowa 50316

Delbert Kneeland
R. R. 1, Box 209
Clear Lake, Iowa 50428

Mary Schertz
R. R. 1, Box 205
Clear Lake, Iowa 50428

Roger LaCoste
3922 Carlton Drive
Cedar Falls, Iowa 50613

Robert Schmied
2702 Carole Circle
Urbandale, Iowa 50322

ARTICLE XIV

INCORPORATORS

14.1 The names and addresses of the incorporators are:

Robert Ellis
885 Maben
Garner, Iowa 50438

Norm Marty
2715 Hoover
Ames, Iowa 50010

Roy A. Hjelmaas
15332 3rd Street
Clear Lake, Iowa 50428

Bernard Olson
R. R. 1, Box 215
Clear Lake, Iowa 50428

Vincent James
R. R. 1, Box 216-C
Clear Lake, Iowa 50428

Gordon Packard
2305 East 12th
Des Moines, Iowa 50316

Delbert Kneeland
R. R. 1, Box 209
Clear Lake, Iowa 50428

Mary Schertz
R. R. 1, Box 205
Clear Lake, Iowa 50428

Roger LaCoste
3922 Carlton Drive
Cedar Falls, Iowa 50613

Robert Schmied
2702 Carole Circle
Urbandale, Iowa 50322

ARTICLE XV

DATE CORPORATION BEGINS EXISTENCE

15.1 The date on which the corporation existence shall begin shall be the date upon which the Secretary of State of the State of Iowa issues the Certificate of Incorporation.

ARTICLE XVI

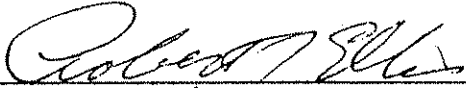
LIMITATION OF DIRECTOR LIABILITY

16.1 A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability:

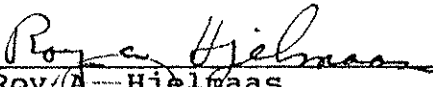
- (a) For any breach of the director's duty of loyalty to the corporation or its shareholders.
- (b) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law,
- (c) For any transaction from which the director derives an improper personal benefit, or,
- (d) For any act or omission occurring prior to the date when this Article becomes effective.


If the Iowa Nonprofit Corporation Act is amended or construed to authorize the elimination or limitation of the liability of a director for acts or omissions, in addition to those for which the director is not personally liable as set forth in the preceding sentence, then the director's liability shall be so eliminated or limited to the fullest extent permitted by the amended or construed Iowa Nonprofit Corporation Act. No amendment to or repeal of this Article XVI shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

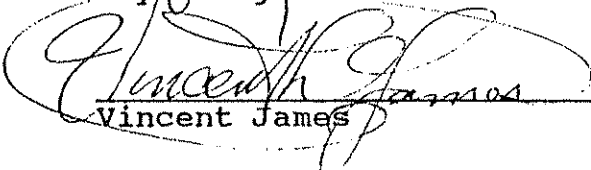
IN WITNESS WHEREOF, the undersigned do hereby set their hands
this 17th day of July, 1992.

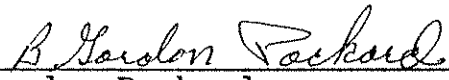

Robert Ellis

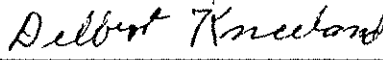

Norm Marty

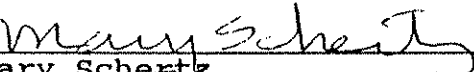

Roy A. Hjeltnas

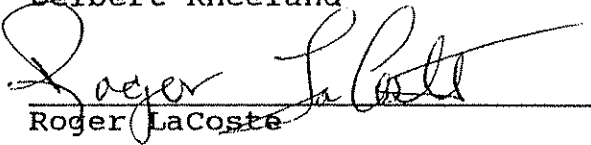

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