

**RESTATED ARTICLES OF INCORPORATION – NONSTOCK CORPORATION
MENDOTA YACHT CLUB, est. 1903
Adopted November 13, 2010**

The following restated articles of incorporation of MENDOTA YACHT CLUB, duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto:

Article 1. Name of the corporation: Mendota Yacht Club

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. Name of the registered agent: David M. Gorwitz.

Article 4. Street address of the registered office: Harlowe Law, S.C., 519 N. Pinckney St., Madison, WI 53703.

Article 5. Mailing address of the principal office: Mendota Yacht Club, P.O. Box 2062, Madison, WI 53701.

Article 6. The corporation will have members.

Article 7. PURPOSE.

The purpose of Mendota Yacht Club (the “Club”) shall be to encourage and to foster the sport of yachting among young and old, to acquire and dispose of real estate and personal property and to mortgage and to encumber the same, to lease buildings or rooms for the use of the Club, to sometime, somewhere win an Inland Lakes Regatta, and to do all other things agreeable and necessary to carry out the purposes of this Club, the business of which is to be carried on within the State of Wisconsin.

Article 8. NONSTOCK, NONPROFIT COMPANY.

This corporation is organized without capital stock and it is provided that no dividend or pecuniary profits be declared or paid to its members.

Article 9. MEMBERS.

The methods and conditions upon which members shall be accepted, discharged or expelled shall be by vote of majority of the Board of Directors. The directors shall establish such standards and membership fees as a guide in the performance of this duty as they see fit.

Article 10. PROPERTY RIGHTS.

The property rights of the members of this corporation shall be equal.

Article 11. DIRECTORS.

The Board of Directors shall consist of nine (9) members who shall hold office for three (3) years, with terms of office so arranged that three (3) directors' terms shall expire each year.

All directors shall hold office until their successors are chosen.

Vacancies upon the Board of Directors may be filled by election of the Board of Directors.

The principal duties of the directors shall be to elect the officers of the Club, and to exercise general supervision and control over them, and to care for and manage the property, affairs, and business of the Club. The directors shall have power to borrow money for the purposes of the Club and to acquire, sell, lease, mortgage, or otherwise dispose of its property, and to adopt bylaws for the Club and to alter, amend, suspend, or repeal the same, provided that any action regarding the bylaws shall not be repugnant to action taken by the members of the Club in relation to the same.

Article 12. OFFICERS.

The general officers of the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary and a Treasurer.

The Commodore and Vice Commodore shall be chosen from members of the Board of Directors.

The principal duties of the Commodore shall be to preside at all meetings of the members and of the Board of Directors, and, with the Board of Directors, to have general supervision of the affairs of the Club.

The principal duties of the Vice Commodore shall be to assist the Commodore in the performance of his or her duties and to discharge the duties of the Commodore in the event of the absence or disability of the latter.

The principal duties of the Rear Commodore shall be to assist the Commodore and Vice Commodore in the performance of their duties and to discharge the duties of the Commodore in the event of the absence or disability of the Commodore and Vice Commodore.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the Club, affix the seal of the Club thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the members and Board of Directors, and to safely and systematically

keep all books, papers, records, and documents belonging to the Club pertaining to its business.

The principal duties of the Treasurer shall be to keep and account for all moneys, credit, and property of the Club which shall come into his or her hands, and to keep an accurate account of all moneys received and disbursed by him or her and proper vouchers for moneys disbursed, and to render such accounts, statements, and inventories as shall be required by the Board of Directors.

Each of the officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

The Board of Directors may provide for additional offices and prescribe the duties and elect the incumbents thereof.

Article 13. AMENDMENT OF THE ARTICLES OF INCORPORATION.

The corporation may amend its Articles of Incorporation by a majority vote of its members at any regular or special meeting, legally called, except the article pertaining to property rights which shall not be amended or repealed except by a vote of at least three-fourths of the members. The corporation may dissolve by a vote of at least a majority of the members.