BYLAWS

OF

RIB MOUNTAIN COMMUNITY IMPROVEMENT FOUNDATION, INC.

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BYLAWS

OF

RIB MOUNTAIN COMMUNITY IMPROVEMENT FOUNDATION, INC.

BYLAW I. IDENTIFICATION

Section 1.01 Name. The name of this corporation is the Rib Mountain Community Improvement Foundation, Inc. (the "corporation").

Section 1.02 Principal Office. The principal office of the corporation shall be located in the Town of Rib Mountain, County of Marathon, State of Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 1.03 Registered Agent and Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors, or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

BYLAW II. MEMBERS OF THE CORPORATION

The corporation shall have no members and shall be managed by its Board of Directors.

BYLAW III. STATEMENT OF PURPOSE

This corporation is organized and shall be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes as limited herein. The organization is organized exclusively for charitable, educational, religious, scientific or literary purposes or for testing for public safety, fostering national or international sports competition, or the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. In fulfillment of such purposes, the corporation may exercise any and all powers not incompatible with such purposes granted to a corporation under the Wisconsin Nonstock Corporation Law. The organization shall be organized and operated as a tax-exempt entity under federal and Wisconsin income, gift and estate tax laws.

In addition, in furtherance but not in limitation thereof:

The corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. 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; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Internal Revenue Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding paragraph.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or any other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Bylaw III.

BYLAW IV. BOARD OF DIRECTORS

Section 4.01 General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be not more than fifteen (15) nor less than five (5). The Board of Directors shall fix the exact number of directors, within the minimum and maximum limitation, from time to time. Each director shall hold office until the next annual meeting of the Board of Directors of the corporation. Members of the Board of Directors may serve two consecutive terms. Notwithstanding the above provision, two of the initial directors shall only serve a one year term, two of the directors shall serve a two year term, and one director shall serve a three year term. Thereafter, all members of the Board of Directors shall be elected for a three year term.

Section 4.02 Nomination of Directors. At the annual meeting of the Board of Directors, the then members of the Board of Directors of the corporation shall meet for the purpose of electing successors to directors whose terms are then to expire and for the purpose of electing new directors. Nominations for directors shall be made by a nominating committee consisting of the Board of Supervisors of the Town of Rib Mountain. Nominations may also be made by any member of the Board of Directors who is present, in person.

Section 4.03 Qualification/Removal From and Resignation of Office. Each director shall be an individual who is either a resident of the Town of Rib Mountain, Wisconsin or a representative of a building or profession having an office or building located in Rib Mountain, Wisconsin. One director shall be a supervisor of the Rib Mountain Board of Supervisors, one shall be a commissioner of the Rib Mountain Park Commission, and one shall be a current and

active member of the Rib Mountain Fire/EMS Department. A director may be removed from office by affirmative vote of a majority of the members of the Board of Directors entitled to vote for the election of such director, such vote to be taken at a special meeting of the members of the Board of Directors of the corporation called for that purpose. A director may resign at any time by filing his or her written resignation to the presiding officer of the Board of Directors or to the President or Secretary. Directors need not be residents of the State of Wisconsin.

Section 4.04 Annual Meeting. The annual meeting of the Board of Directors of the corporation shall be held on the second Monday of September in each calendar year at such time and place as may be designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day herein designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting to be scheduled as soon thereafter as may be convenient.

Section 4.05 Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of regular meetings of the Board of Directors without notice other than such resolution.

Section 4.06 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any two (2) directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the state of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation as stated in Section 1.02 of Bylaw I of these Bylaws.

Section 4.07 Notice of Meeting. Notice of any other special meetings shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or mailed or given by telegram or telephone or email to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice is given by telegram or telephone or email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call or email is received.

Section 4.08 Waiver of Notice of Meeting. Whenever any notice whatsoever is required to be given to any director of the corporation under the Articles of Incorporation or these Bylaws or any provision of law, a waiver thereof in writing signed at any time, whether before or after the time of meeting, by the director entitled to such notice and filed with the minutes or the corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any

regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4.09 Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors set forth in Section 4.01, Bylaw IV of these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4.10 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 4.11 Conduct of Meetings. The President, and in his or her absence any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as Secretary of the meeting.

Section 4.12 Voting. Each director shall be entitled to one (1) vote upon each matter submitted to a vote of the Board of Directors.

Section 4.13 Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided, however, that a director elected to fill such a vacancy shall be elected for the unexpired term of his or her predecessor in office and until the election of his or her successor.

Section 4.14 Compensation. The Board of Directors shall serve without compensation.

Section 4.15 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.16 Action Without Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

Section 4.17 Indemnity of Officers and Directors. The officers and directors of the corporation shall be indemnified as provided by the Wisconsin Statutes.

BYLAW V. OFFICERS

Section 5.01 Number and Titles. The principal officers of the corporation shall be a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

Section 5.02 Election and Term of Office. The initial officers of the corporation shall be elected by the Board of Directors at their first meeting for a term expiring on the date their successors are elected. Thereafter, the officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its regular meeting. If the election of officers shall not be held at such meeting, such election shall be held at a special meeting of the Board of Directors to be scheduled as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected or until his or her death, resignation or removal.

Section 5.03 Removal From and Resignation of Office. Any officer or agent may be removed from office for any reason whatsoever, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time the notice of resignation is delivered, unless the notice specifies a later effective date.

Section 5.04 President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, contracts or other instruments necessary or proper to

be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he or she may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.05 Vice President. In the absence of the President or in the event of his or her death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the President.

Section 5.06 Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each member of the Board of Directors of the corporation which shall be furnished to the Secretary by such member; (e) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (f) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors.

Section 5.07 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the applicable provisions of these Bylaws; and (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 5.08 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent

so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 5.09 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office, as created under Section 5.01 of this Bylaw V, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. An officer elected to fill any vacancy in any principal or other office pursuant to this Section 5.09 of Bylaw V of these Bylaws shall be elected for the unexpired term of his or her predecessor in office and until the election of his or her successor.

Section 5.10 Compensation. No officer of the corporation shall receive any salary or anything of pecuniary value from the corporation for performing services as an officer, but may be reimbursed for actual expenses in connection therewith.

BYLAW VI. CONFLICT OF INTEREST

Section 6.01 Conflict Defined. A conflict of interest may exist when the interests or activities of any director, officer, or staff member may be seen as competing with the interests or activities of this corporation, or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 6.02 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or the President of the corporation, or to the President, or to such person or persons as he or she may designate, if the person is a member of the staff.

Section 6.03 Abstinence From Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

Section 6.04 Absence From Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Directors is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors with any and all relevant information.

Section 6.05 Minutes. The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

Section 6.06 Annual Review. A copy of this conflict of interest Bylaw shall be furnished each director, officer, and senior staff member who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the information and guidance of directors, officers, and staff members. Any new directors, officers, or staff members shall be advised of this policy upon undertaking the duties of such office.

BYLAW VII. COMMITTEES

The Board of Directors may appoint any committees it deems necessary to properly carry on the business of the corporation and shall fix the number, terms of office and duties of their respective members; provided, however, that any such committee shall have a minimum of three (3) members. These committees are to be used to study certain facets of the total operation of the corporation and make recommendations to the Board of Directors for action. The Board of Directors shall appoint as members of such committees any persons felt best qualified by the Board of Directors to serve on the specified committee. The Board of Directors shall designate one of the members of each such committee as its chairperson for such period of time as shall be established and revised, from time to time, by the Board of Directors. Any such committee may be discharged at any time by the Board of Directors from further consideration of any matter previously submitted to it for study.

BYLAW VIII. TAX EXEMPTION AND DISSOLUTION

Section 8.01 Tax Exemption Considerations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III of its Articles of Incorporation. No substantial part of the activities of the corporation shall consist of direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office or carrying on propaganda or otherwise attempting to influence legislation. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 8.02 Corporation Dissolution. In the event of voluntary or involuntary dissolution or liquidation of the corporation, any remaining assets of the corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

BYLAW IX. CONTRACTS AND FINANCES

Section 9.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 9.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 9.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 9.04 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, financial institutions, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 9.05 Contributions, Gifts, Bequests, or Devices. Financial support of the corporation shall be derived from gifts, contributions, grants, bequests or devises. The President may approve a contribution up to $6,000 without prior approval from the Board of Directors. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

Section 9.06 Special Funds. If deemed necessary or advisable by the Board of Directors, special funds may be raised.

BYLAW X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December in each year.

BYLAW XI. SEAL

The corporation shall not have a corporate seal.

BYLAW XII. NONDISCRIMINATION

The corporation shall not discriminate on the basis of race, color, and national and ethnic origin in administration of its purpose as set forth in Bylaw III of these Bylaws.

BYLAW XIII. AMENDMENTS

Section 13.01 By Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the members of the Board of Directors of the corporation in good standing present in person or represented by proxy at any meeting at which a quorum is in attendance.

Section 13.02 Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of directors required to alter, amend, or repeal the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed, or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.