

CERTIFICATE OF INCORPORATION

OF

MT. KEMBLE LAKE COMMUNITY CLUB

The undersigned, persons desiring to associate themselves into a corporation pursuant to an act of the Legislature of the State of New Jersey, entitled "An Act to incorporate associations not for pecuniary profit," approved April 21st, 1898, and the amendments thereof and supplements thereto, do hereby certify:

1. The name by which such corporation is to be known in law is
MT. KEMBLE LAKE COMMUNITY CLUB.

2. The purposes for which it is formed are:

The advancement and promotion of social welfare among its members, and the conduct generally of a country club; the promotion of projects for a club house and all open air sports and recreation of every kind and such other activities as may be for the best interest of the members, including the power to acquire by purchase, lease, exchange, hire or otherwise, lands or any interest therein; to erect and construct houses, club houses, buildings, dams, dikes, levies, or works of every description on any land of the association, or upon any other lands and to rebuild, enlarge, alter and improve existing houses, dams, dikes, levies, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, and other conveniences, and generally to deal with and improve the property of the association; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, and other property of the company; to undertake or direct the management and sale of the property, building and lands; to issue shares, stock, debentures, debenture stock, bonds and other obligations; to invest the money so obtained in, and hold and sell, stock, shares, bonds, debentures, debenture stock and securities of any government, state, corporation, public or private, or other body or authority; to vary the investments of the association; to mortgage or charge all or any part of the property and right of the association, to make advances upon, hold in trust, sell or dispose of any of the investments aforesaid, or to act as agent for any of the above or the like purposes.

And generally to promote the welfare of the MT. KEMBLE LAKE COLONY and the present and future character thereof; to pass upon, through its duly constituted committee, plans for dwellings to be erected at or on adjoining lands, at Mt. Kemble Lake, Harding Township, Morris County, New Jersey, and through its Secretary to issue certificates of approval of such plans, in the general interest and welfare of the purchasers and owners of land at Mt. Kemble Lake.

To act as agent for the members of this association in protecting the rights of the members, in, on and to the waters of Mt. Kemble Lake, and in, on and to the roads, roadways, trails, and pathways shown on the Map of Mt. Kemble Lake property, and in and to the dam, spillway, and appliances thereof, and in and to the land under the water of Mt. Kemble Lake, and to care for, and maintain such waters, lake, dam, spillway and appliances thereof, and land under the waters of said lake, for the safety and enjoyment of the owners of the property and others.

3. The corporation is to be located and its principal business is to be conducted on the property known as the MOUNT KEMBLE LAKE COLONY, at Mt. Kemble Lake on the Logansville Road, near Mt. Kemble Avenue, Harding Township, Morris County, New Jersey.

4. The number of trustees for the first year, shall be four in number, and thereafter the number of trustees shall be five.

The names of the trustees selected for the first year of the corporation's existence are:

<u>NAMES</u>	<u>ADDRESSES</u>
John Dorer	73 N. Arlington Ave., East Orange, N.J.
Harry J. Stanley	1180 Springfield Ave., Irvington, N.J.
Isaac J. Casey, Jr.	36 Ridgewood Ave., Irvington, N.J.
Henry P. Bedford	72 Orange Ave., Irvington, N.J.

5. This association shall consist solely of owners, buyers, tenants and occupiers and purchasers of land at Mt. Kemble Lake Colony, which colony consists of land owned or conveyed, at any time after the date of this certificate of incorporation, in the vicinity of Mt. Kemble Lake, Harding Township, Morris County, New Jersey, by LAKESHORE COMPANY, a corporation of New Jersey, and all owners of land at Mt. Kemble Lake Colony who shall have received a deed for such lands, from

LAKESHORE COMPANY, a corporation shall be eligible to membership in this association, and any application for membership made by a purchaser from the LAKESHORE COMPANY, who has received a deed from LAKESHORE COMPANY, shall be passed and approved.

6. Any member selling all of his land owned by him at said Mt. Kemble Lake Colony, shall be automatically suspended from membership until such time as he again becomes an owner, tenant or occupiers of lands at said colony.

7. All applications for membership shall be passed and approved, or rejected, by the membership committee of the corporation, which shall consist of three members and the approval or rejection of a majority of the membership committee of three, shall constitute the approval or rejection by the club, provided however, that any and all purchasers of land at said colony, who have received from LAKESHORE COMPANY, a deed for such land and recorded the same shall automatically become members of this association upon application being made for such membership.

8. In addition to the purposes herinbefore enumerated the objects, powers and purposes of the club shall include:

- a. To provide for the care and maintenance of the roads, parks, dams, beaches, lake and waters and streams connected therewith, docks, piers, pavilions, club-houses, buildings and other structures, tennis courts, golf courses and other grounds used for recreation and sports, boating, bathing, fishing, hunting and the potable water supply of Mt. Kemble Lake, Morris County, New Jersey, and of all the property used in common by the owners on the shore of said lake and such property adjacent to said shore that may be developed by, and/or purchased from the LAKESHORE COMPANY, a corporation of New Jersey, its successors and assigns.
- b. To formulate rules and regulations for the use of the properties enumerated in paragraph (a) hereof.
- c. To perpetuate the standard and tone of the community.
- d. To provide and maintain adequate systems of administration, fire protection, policing, garbage and sewerage disposal for the properties enumerated in paragraph (a) hereof and also for the properties of the members of the club.
- e. To promote health, welfare, morals, pleasure, recreation, indoor and outdoor sports, entertainments, athletic contests, and to provide suitable trophies and prizes for contestants, sociability and good fellowship among the members thereof and to furnish them with club and other facilities for the enjoyment of the properties enumerated in paragraph (a) hereof.

9. The business of the corporation shall be conducted by the trustees, who shall be known under the style and title of "The board of Trustees of Mt. Kemble Lake Community Club," subject to the by-laws which shall be passed by the active members as same are defined in the by-laws so provide, by the said trustees.

10. The by-laws may provide for one or more classes of membership and which class or classes of membership shall have full, special, limited and otherwise restricted or non-voting privileges and the manner in which membership may be terminated.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this second day of May, Nineteen hundred and twenty-seven.

Signed, sealed and delivered
in the presence of

Henry P. Bedford (L.S.)

I. J. Casey, Jr. (L.S.)

Harry J. Stanley (L.S.)

John Dorer (L. S.)

Helen C. Moriarty (L. S.)

STATE OF NEW JERSEY)

County of Essex)

BE IT REMEMBERED that on this 16th day of May A.D. Nineteen hundred and twenty-seven, before me, the subscriber, a Notary Public of New Jersey personally appeared, JOHN DORER, HARRY J. STANLEY, ISAAC J. CASEY, HENRY, P. BEDFORD, and Helen, C. Moriarty, who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

Harry E. Stanley

Notary Public of New Jersey

ENDORSED:

"Received in the Clerk's Office of the County of Morris, New Jersey, on the 21st day of May 1927 at 9:15 o'clock A.M., and RECORDED in Book I of Certificates of Incorporations for said county on Pages 553 &c.

E. Bertram Mott, Clerk."

"FILED AND RECORDED, June 3, 1927, Joseph F.S. Fitzpatrick, Secretary of State."

S T A T E O F N E W J E R S E Y

DEPARTMENT OF STATE

I, JOSEPH F. S. FITZPATRICK, Secretary of State of the the State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of the Certificate of Incorporation of MT. KEMBLE LAKE COMMUNITY CLUB, and the endorsements thereon, as the same is taken from and compared with the original filed in mom office on the Third day of June, A. D. 1927, and now remaining on file of record therein.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal at
Trenton, this Third day of
June, A. D. 1927.

JOSEPH F. S. FITZPATRICK

Secretary of State

MT. KEMBLE LAKE COMMUNITY CLUB
CERTIFICATE OF AMENDMENT

The undersigned corporation, organized under the laws of the State of New Jersey, to amend its certificate of incorporation in accordance with Chapter 9 of the New Jersey Non-profit Corporation Act, hereby certifies:

FIRST: The name of the corporation is Mt. Kemble Lake Community Club.

SECOND: The certificate of incorporation is amended pursuant to Section 15A:2-8C of the New Jersey Nonprofit Corporation Act by the addition of the following paragraph:

No trustee or officer shall be personally liable to the corporation or its members for damages for breach of any duty owed to the corporation or its members, except in the case of any breach of duty based on an act or omission (1) in breach of such person's loyalty to the corporation or its members, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper personal benefit.

THIRD: The corporation has members.

FOURTH: The amendment to the certificate of incorporation was adopted by vote of the members on MARCH 3, 1990.

FIFTH: The number of members entitled to vote on the amendment is 98, and the number of members voting for the amendment was 98 and the number voting against the amendment was 0.

IN WITNESS WHEREOF, MT. KEMBLE LAKE COMMUNITY CLUB has caused its duly authorized officer to execute this certificate this 14 day of MARCH, 1990.

MT. KEMBLE LAKE COMMUNITY
CLUB

By Philip Serpe

Title Pres.

FILED

JUN 13 1991

JOAN HABERLE
Secretary of State

601000-0-00000

MT. KEMBLE LAKE COMMUNITY CLUB

CERTIFICATE OF AMENDMENT

The undersigned corporation, organized under the laws of the State of New Jersey, to amend its certificate of incorporation in accordance with Chapter 9 of the New Jersey Nonprofit Corporation Act, hereby certifies:

FIRST: The name of the corporation is MT. KEMBLE LAKE COMMUNITY CLUB.

SECOND: To effect a change in the name of the corporation, paragraph No. 1 of the Certificate of Incorporation is amended to read in its entirety as follows:

1. The name by which such corporation is to be known in law is
MT. KEMBLE LAKE ASSOCIATION, INC.

THIRD: The corporation has members.

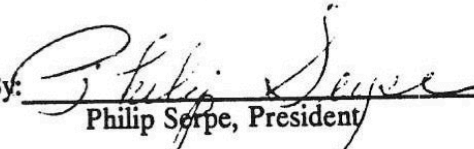
FOURTH: The amendment to the certificate of incorporation was adopted by the unanimous consent of the members at the annual meeting on March 11, 1995.

FIFTH: The number of members entitled to vote on the amendment was 120 and the number of members voting for the amendment was 120 and no member voted against the amendment.

SIXTH: The foregoing amendment to the certificate of incorporation shall become effective on the date of filing.

IN WITNESS WHEREOF, MT. KEMBLE LAKE COMMUNITY CLUB has caused its duly authorized officer to execute this certificate this 27th day of March , 1995.

MT. KEMBLE LAKE COMMUNITY CLUB

By: 
Philip Serpe, President

F I L E D

APR 18 1995

LONNA R. HOOKS
Secretary of State