

CERTIFICATE OF INCORPORATION
OF THE
MOUNT KEMBLE LAKE COUNTRY CLUB

THIS IS TO CERTIFY that the undersigned do hereby associate themselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, known as, "Title 15 Corporations and Associations Not for Profit," Sections 15:1-1 to 15:16-6, Revised Statutes 1937, and the several supplements thereto and amendments thereof.

FIRST: The name of the corporation is:

"MOUNT KEMBLE LAKE COUNTRY CLUB."

SECOND: The purposes for which the corporation is formed are:

The advancement and promotion of social welfare among its members, and the conduct generally of a country club; the operation and maintenance of a club house and the conduct and furtherance of all open air and indoor sports and recreations 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 to 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 MOUNT 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 Mount 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.

THIRD: The location of the principal office of this corporation is at the Mount Kemble Lake Club House, in Mount Kemble Lake, Harding Township, in Morris County, New Jersey.

FOURTH: The number of trustees of the corporation is five (5).

FIFTH: The names of the trustees selected for the first year of the existence of this corporation are: John C. Hetherington, Joseph E. Wagner, Lindley Kille, C. Robert Gray, and Robert Morris.

SIXTH: This association shall consist solely of owners, buyers, tenants and occupiers and purchasers of land at Mount Kemble Lake Colony, which colony, consists of land originally owned or conveyed, at any time before or after the date of this certificate of incorporation, in the vicinity of Mount Kemble Lake, Harding Township, Morris County, New Jersey, by LAKESHORE COMPANY, a corporation of New Jersey, and all subsequent owners, buyers, tenants and occupiers of such land, and all owners of land at Mount 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.

SEVENTH: Any member selling all of his land owned by him at said Mount

Kemble Lake Colony, shall be automatically suspended from membership until such time as he again becomes an owner, tenant or occupier of lands at said colony.

EIGHTH: All applications for membership shall be passed and approved, or rejected, by the membership committee of the corporation, which shall consist of five members and the approval or rejection of a majority of the membership committee of five, 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.

NINTH: In addition to the purposes hereinbefore 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.

TENTH: The business of the corporation shall be conducted by the trustees, who shall be known under the style and title of "The Board of Governors of the Mount Kemble Lake Country Club," subject to by-laws which shall be passed by the active members as same shall be defined in said by-laws.

ELEVENTH: 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 28th day of January, Nineteen Hundred and Thirty-Nine.

Signed, sealed and delivered:

in the presence of :

signature
ARTHUR J. CONNELLY

signature
JOHN C. HETHERINGTON

signature
JOSEPH E. WAGNER

signature
LINDLEY KILLE

signature
C. ROBERT GRAY

signature
ROBERT MORRIS

STATE OF NEW JERSEY:

COUNTY OF MORRIS : ss

BE IT REMEMBERED that on this 28th day of January, A.D., Nineteen Hundred and Thirty-Nine, before me, the subscriber, A Master in Chancery of New Jersey, personally appeared, JOHN C. HETHERINGTON, JOSEPH E. WAGNER, LINDLEY KILLE, C. ROBERT GRAY and ROBERT MORRIS, 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.

signature
ARTHUR J. CONNELLY
A Master in Chancery of New Jersey