

IN THE CIRCUIT COURT OF THE TWENTY SECOND JUDICIAL CIRCUIT
McHENRY COUNTY – WOODSTOCK, ILLINOIS

FILED

JUN 01 2010

KATHERINE M. KEEFE
McHENRY CTY. CIR. CLK.

THOMAS P. MATHEWS,)
)
Plaintiff,)
)
v.)
)
MASTER PROPERTY OWNERS)
ASSOCIATION,)
)
Defendant.)

No. 10 CH 1004

THE MASTER PROPERTY OWNERS')
ASSOCIATION, INC. FOR THE WONDER)
LAKE, ILLINOIS AREA,)
)
Third-Party Plaintiff,)
)
v.)
)
WOODED SHORES PROPERTY OWNERS)
ASSOCIATION, INC. and the WOODED)
SHORES PROPERTY IMPROVEMENT)
ASSOCIATION,)
)
Third-Party Defendants.)

THIRD PARTY COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF

NOW COMES the Defendant, the Master Property Owners' Association, Inc. for the Wonder Lake, Illinois Area (hereinafter "MPOA" or Third-Party Plaintiff), by and through its attorneys Dean W. Krone and Steven M. Richart of Hodges, Loizzi, Eisenhammer, Rodick & Kohn, LLP, pursuant to Section 2-406 of the Illinois *Code of Civil Procedure*, and states the following as its third party complaint:

I. Parties

A. The MPOA

1. The Master Property Owners' Association, Inc. for the Wonder Lake, Illinois Area (hereinafter "MPOA") was incorporated in 1965 and is, and at all times since has been, an Illinois not-for-profit corporation in good standing.

2. The MPOA was formed, among other purposes, to maintain the body of water known as Wonder Lake and owns most of the lake bottom property. A true and accurate copy of the MPOA's By-Laws is attached hereto as Exhibit 1.

3. The MPOA's members are homeowner associations representing the owners of properties in several subdivisions in the Wonder Lake area and representatives of other property in the Wonder Lake area that have not been subdivided, all of whom enjoy lake rights. See Exhibit 1 at Articles I and II.

4. Each MPOA member is represented by a director, and each director casts a weighted vote that reflects the size of the subdivision that he or she represents. See Exhibit 1 at Article VI Section 3 and Article VII Section 1.

5. Each MPOA member pays dues to the MPOA in an amount that reflects the size of the subdivision represented. Dues are collected annually from lot owners and remitted annually to the MPOA by each member. See Exhibit 1 at Article X.

B. Thomas P. Mathews

6. The Plaintiff and Counter-Defendant in this action, Thomas P. Mathews ("Mathews"), is a member and director of the MPOA by virtue of his ownership of unsubdivided property. See Article I. He is also an incorporator of the Mathews Corporation (see paragraph 7 below) and filed the initial Complaint in this matter seeking to invalidate actions taken at an MPOA meeting on March 22, 2010. The Complaint alleges that the votes cast by the Original Corporation (see paragraph 8 below) were unauthorized because the Original Corporation allegedly does not represent the property owners in the Wooded Shores Subdivision and is not an MPOA member.

C. Mathews Corporation (Wooded Shores Property Owners Association, Inc.)

7. The Wooded Shores Property Owners Association, Inc. (the "Mathews Corporation") is an Illinois not-for-profit corporation created in 2007 by Mathews.

D. Original Corporation (Wooded Shores Property Improvement Association, Inc.)

8. The Wooded Shores Property Improvement Association, Inc. ("Original Corporation") is an Illinois not-for-profit corporation created in 1945. Since 1945, the Original Corporation has exercised the duties and responsibilities of the Lot Owners' Association under the covenants and restrictions of the Wooded Shores Subdivision by collecting assessments from individual lot owners and maintaining roads and common grounds. Its current Bylaws are attached hereto as Exhibit 2.

II. The Wooded Shores Subdivision and Its Lot Owners' Association

9. The Wooded Shores Subdivision was created in 1935 and is located within the MPOA area.

10. The following language is contained in the deeds to each lot in the Wooded Shores Subdivision:

[G]rantees . . . agree to become members of the Lot Owners' Association to be hereafter formed of lot owners in said subdivision and agree to become a member by representation of the Master's Association hereafter to be formed of all owners in Wooded Shores, and agree to be governed by all the rules, regulations and the by-laws hereafter made by either the said Associations or the grantors herein. The Lot Owners' Association to be formed to govern and have supervision of the drives and community grounds of said subdivision, the Master's Association to govern the dam, Wonder Lake, and to provide suitable means for the upkeep thereof

11. The Lot Owners' Association under this covenant was incorporated in 1945 as an Illinois not-for-profit corporation under the name "Wickline Bay Farms Property Owner's Association, Inc." (the "Original Corporation").

12. In 1953, the Original Corporation changed its name to the "Wooded Shores Property Owners Association, Inc." The name was changed again in 2007 to "Wooded Shores Property Improvement Association, Inc."

13. For decades, and under three (3) separate corporate names, the Original Corporation has collected annual assessments from property owners in the Wooded Shores Subdivision, and the property owners have paid these dues and been members of the Original Corporation.

14. For decades, the Original Corporation has had to occasionally enforce unpaid assessments through judicial action in the McHenry County Circuit Court, including actions against Mathews himself (e.g. No. 92 SC 676), and has been successful in such actions.

15. For decades, the Original Corporation has used the annual dues collected from members to maintain and govern the roads and common grounds in the Wooded Shores Subdivision, to provide for liability insurance protecting property owners in the Wooded Shores Subdivision against injury on privately maintained roads, beaches and the lake and against dam failures, and for other purposes to benefit property owners in Wooded Shores Subdivision.

16. For decades, the Original Corporation has held annual membership meetings and directors' meetings, has provided notice to property owners of such meetings, and has conducted business in accordance with its corporate charter, bylaws and applicable law.

17. Since 1965, the Original Corporation has exercised the duties and responsibilities of an MPOA member, including payment of annual dues to the MPOA, appointment of an MPOA director and participation in MPOA votes through said director

18. At no time prior to 2006 did any property owner in the Wooded Shores Subdivision, including Mathews, ever challenge the legitimacy of the Original Corporation as the Lot Owners' Association under the covenants and restrictions of the Wooded Shores Subdivision or its MPOA membership or its ability to vote in the MPOA.

III. Mathews' Misappropriation of Corporate Name

19. On September 3, 2002, the Illinois Secretary of State administratively dissolved the Original Corporation due to inadvertent failure to file an annual report. Unaware of the administrative dissolution, the Original Corporation continued to conduct business as the Lot Owners Association for the Wooded Shores Subdivision and as MPOA member and continued to be recognized by MPOA and participate in MPOA votes.

20. On June 5, 2007, without input or consent from the lot owners in the Wooded Shores Subdivision or from the MPOA, Mathews incorporated a new not-for-profit corporation under the Original Corporation's name of "Wooded Shores Property Owners Association, Inc." (the "Mathews Corporation").

21. The Mathews Corporation has never assessed or collected dues from property owners of the Wooded Shores Subdivision.

22. The Mathews Corporation has never held any meetings or complied with corporate formalities under the *Illinois General Not-for-Profit Corporation Act of 1986*.

23. The Mathews Corporation has never remitted any dues to the MPOA.

24. The Mathews Corporation has never been recognized as an MPOA member or participated in any MPOA votes or actions.

IV. Original Corporation's Reinstatement

25. At all times pertinent hereto, Section 112.45(a) of the *Illinois General Not-for-Profit Corporation Act of 1986* authorizes a corporation that has been administratively dissolved to file an application for reinstatement.

26. On August 1, 2007, the Original Corporation completed an Application for Reinstatement and submitted it to the Secretary of State with all required missing annual reports and required fees. Because the Mathews Corporation had taken the Original Corporation's name, the Original Corporation was forced to file Articles of Amendment to change its corporate name to "Wooded Shores Property Improvement Association, Inc."

27. On August 8, 2007, the Secretary of State accepted and placed on file the Original Corporation's Application for Reinstatement, annual reports and Articles of Amendment.

28. Section 112.45(d) of the *Illinois General Not-for-Profit Corporation Act of 1986* provides as follows regarding reinstatement of a corporation following administrative dissolution:

Upon the filing of the application for reinstatement, the corporate existence shall be deemed to have continued without interruption from the date of the issuance of the certificate of dissolution, and the corporation shall stand revived with such powers, duties and obligations as if it had not been dissolved; and all acts and proceedings of its officers, directors and members, acting or purporting to act as such, which would have been legal and valid but for such dissolution, shall stand ratified and confirmed.

805 ILCS 105/112.45(d).

29. Despite being advised of the reinstatement of the Original Corporation, Mathews continues to send misleading correspondence to lot owners in the Wooded Shores Subdivision and otherwise claim that the Original Corporation is unauthorized and is not an MPOA member, and that the Mathews Corporation is the authorized Lot Owners Association for the Wooded Shores Subdivision and MPOA member.

COUNT I: DECLARATORY RELIEF

30. The MPOA and the Original Corporation have a tangible legal interest in the status of the Original Corporation as MPOA member and in the authority of the Original Corporation to collect and remit dues to the MPOA and participate in MPOA votes.

31. Mathews and the Mathews Corporation have an opposing interest in the status of the Original Corporation as MPOA member and in its authority to collect dues and participate in MPOA votes.

32. An actual controversy exists among the parties, the resolution of which will be aided by the Court's determination in this matter.

WHEREFORE, the Third-Party Plaintiff, the Master Property Owners' Association, Inc. for the Wonder Lake, Illinois Area, asks the Court to enter a declaratory judgment declaring that the Original Corporation (now known as "Wooded Shores Property Improvement Association, Inc.") is the legitimate Lot Owners Association under the covenants and restrictions for the Wooded Shores Subdivision; declaring that said Original Corporation is and has been an authorized member of the Master Property Owners' Association, Inc. for the Wonder Lake, Illinois Area; declaring that the votes taken at the MPOA directors' meeting on March 22, 2010, are valid; and awarding such other and further relief as the Court deems just.

COUNT II: INJUNCTION

33. The MPOA restates, realleges, and incorporates herein by reference, the allegations contained in paragraphs 1-32 of its Third Party Complaint, as if fully set forth herein.

34. The MPOA and the Original Corporation each possesses a certain and clearly ascertainable right in (a) their votes being counted and recognized appropriately; (b) their own corporate names and/or the names of corporate members not being appropriated or used by others, such as the Mathews Corporation, to make false claims to MPOA membership to obtain control of more MPOA votes for themselves; and (c) their own corporate names and/or corporate members' names not being assumed by others for the purpose of creating confusion and deceiving the public and interfering with relations with members.

35. The MPOA and the property owners in the MPOA area have suffered and will continue to suffer irreparable harm if Mathews and the Mathews Corporation are allowed to continue to use the former corporate name of the Original Corporation, as such use is intentionally confusing to lot owners and is the basis for false claims that MPOA directors, officers and votes are unauthorized.

36. In addition, the McHenry County Board has approved an application by the MPOA to finance a portion of a current dredging project using Recovery Zone Facility Bonds. These bonds would save property owners in the MPOA area approximately \$1.3 million in interest costs during the amortization period as compared with the alternative special service area bonds. McHenry County will not issue the Recovery Zone Facility Bonds while this litigation is pending, as issuance of the bonds depends on the validity of the MPOA votes taken on March 22, 2010, as well as the MPOA's ability to render future votes involving the Original Corporation that will not be subject to Mathews' false claims. Losing the Recovery Zone Facility Bonds would result in the property owners' permanent, irreparable loss of \$1.3 million.

37. There is no adequate remedy at law for Mathews' and the Mathews' Corporation's usurpation of the name of an MPOA member and its resulting confusion and undermining of the authority of MPOA's corporate acts, nor is there an adequate remedy at law for the property owners' permanent loss of \$1.3 million in avoidable interest costs.

WHEREFORE, the Counter-Plaintiff, the Master Property Owners' Association, Inc. for the Wonder Lake, Illinois Area, asks the Court to enter an injunction:

(a) enjoining Thomas P. Mathews and the Mathews Corporation (currently known as "Wooded Shores Property Owners Association, Inc.") from claiming that the Mathews Corporation is a member of the Master Property Owners' Association; and

(b) enjoining Thomas P. Mathews and the Mathews Corporation from representing the Mathews Corporation as the "Wooded Shores Property Owners Association, Inc." or holding out the Mathews Corporation as representing or acting on behalf of property owners in the Wooded Shores Subdivision;

(c) enjoining Thomas P. Mathews and the Mathews Corporation from assuming any former corporate name of the Wooded Shores Property Improvement Association, Inc.; and

(c) ordering Thomas P. Mathews and the Mathews Corporation either to voluntarily dissolve or file Articles of Amendment to change the corporate name of the Mathews Corporation and to file said dissolution or Articles of Amendment with the Illinois Secretary of State's office; and

(d) awarding such other and further relief as the Court deems proper and just.

Respectfully submitted,

**THE MASTER PROPERTY OWNERS'
ASSOCIATION, INC. FOR THE WONDER
LAKE, ILLINOIS AREA**

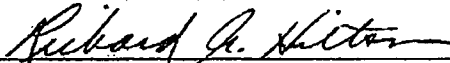
By: Dean Krone
One of its Attorneys

Dated: June 1, 2010

Dean W. Krone – ARDC# 6190868
Steven M. Richart – ARDC# 6287195
Hodges, Loizzi, Eisenhammer,
Rodick & Kohn, LLP
3030 Salt Creek Lane, Suite 202
Arlington Heights, IL 60005
(847) 670-9000
Firm I.D. #: 26941

VERIFICATION

Under penalties as provided by law pursuant to Section 1-109 of the Code of Civil Procedure, the undersigned certifies that the statements set forth in this instrument are true and correct, except as to matter therein stated to be on information and belief and as to such matters the undersigned certifies as aforesaid that he verily believes the same to be true.



Richard Hilton, President

The Master Property Owners Association, Inc.
for the Wonder Lake, Illinois Area

CERTIFICATE OF SERVICE

I, Dean W. Krone, an attorney, certify that I caused a true and correct copy of the foregoing Third Party Complaint, and Notice of Filing thereof, to be served upon James P. Kelly, Matuszewich, Kelly & McKeever, LLP, 453 Coventry Lane, Suite 104, Crystal Lake, Illinois 60014, on this 1st day of June, 2010, postage prepaid by First Class Mail, deposited at 3030 Salt Creek Lane, Arlington Heights, Illinois, before 5:00 p.m.

By: Dean Krone
Dean W. Krone

Dean W. Krone, ARDC# 6190868
Steven M. Richart – ARDC# 6287195
Hodges, Loizzi, Eisenhammer,
Rodick & Kohn, LLP
3030 Salt Creek Lane, Suite 202
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(847) 670-9000
Firm I.D. #: 26941

ARTICLE I

Section 1. The name of this corporation shall be MASTER PROPERTY OWNERS ASSOCIATION, INCORPORATED.

Section 2. This Corporation (hereinafter referred to as the M.P.O.A.) is an Illinois not for profit corporation, chartered by the Secretary of State on September 18, 1965, as provided by the General Not For Profit Act of Illinois, approved July 17, 1943, in force January 1, 1944.

Section 3. The principal office of the M.P.O.A. shall be located in the area known as Wonder Lake situated in McHenry and Greenwood Townships, McHenry County, Illinois.

Section 4. This Constitution and the By-Laws together shall be taken and applied as the code of rules adopted for the regulation and management of the affairs of the M.P.O.A.

Section 5. The term Wonder Lake, Illinois Area as used herein shall be considered as consisting of only that property which has lake rights by or through deeds, contracts, or agreements of the Wonder Lake Syndicate and/or the M.P.O.A.

Section 6. The M.P.O.A. consists of the following subdivisions and un subdivided property.

1. Deep Springs Woods Country Club Association
2. Deep Springs Woods Property Owners Association, #1
3. Hickory Falls Property Owners Association, #1 & #2
4. Hickory Falls Property Owners Association, #3
5. Highland Shores Property Owners, Inc.
6. Indian Ridge Improvement Association, Inc.
7. Lookout Point Community Association, Inc.
8. Mathews Undeveloped Property
9. Edwin McGuire/Josef Ceisel
10. Eric McGuire
11. Oakwood Shores
12. St. Francis Heights
13. Shore Hills Country Club
14. Sunrise Ridge Property Owners Association, Inc.
15. Sunrise Ridge Estates
16. White Oaks Bay Property Owners Association, Inc.
17. Widwood Association, Inc.
18. Wonder Center Property Owners Association, Inc.
19. Wonder Woods Property Owners Association, Inc.
20. Wooded Shores Property Owners Association, Inc.
21. Unsubdivided property with lake rights as described in Article II, Section 2, owned by the David Joslyn Trust

(Revised 9-13-00)

**THIRD PARTY
COMPLAINT
EXHIBIT**

ARTICLE II

PURPOSE

Section 1. To conduct and promote the Wonder Lake Recreation Area for the improvement of civic and social welfare and to control and maintain the lake bottom and other community property pertinent thereof, and do any and all acts necessary to further said objects..

Section 2. To limit the use of Wonder Lake to those property owners who have lake rights by or through deeds, contracts or agreements with the Wonder Lake Syndicate or the M.P.O.A.

ARTICLE III
MANAGEMENT

Section 1. Subject to the approval of the Directors, the M.P.O.A. shall be managed by a Board consisting of five (5) officers.

Section 2. The officers of the M.P.O.A. Board shall be:

President
1st Vice-President
2nd Vice-President
Secretary
Treasurer

and shall constitute the managing body of the M.P.O.A. All officers shall rank in the order herein named and preside accordingly in the absence of the President.

ARTICLE IV
ELECTION OF OFFICERS

Section 1. Officers shall be elected by a majority vote of the Assembly of Delegates at the regular September Delegates' Convention

Section 2. Elected officers may be either directors or delegates, except that no two (2) officers may be elected from the same subdivision or unsubdivided property.

Section 3. All officers shall be elected to hold office for a term of two (2) years or until their successors are elected.

Section 4. Officers will be elected in the following sequence:

A. Even Year Terms:
President
2nd Vice-President
Treasurer

B. Odd Year Terms:
1st Vice-President
Secretary

and will take office on the 1st day of January the year following their election.

Section 5. A nominating committee of three (3) directors will be appointed from the floor by the President, subject to approval by the directors at the regular June Directors' meeting. The nominating committee will interview possible candidates (directors or delegates) for office on the M.P.O.A. Board, and submit their recommendations to the M.P.O.A. secretary one month before the regular September Delegates' Convention.

Section 6. Nominations from the floor and write-in candidates will also be accepted at the regular September Delegates' Convention.

Section 7. The election for any office must be by secret ballot. Three (3) tellers (delegates) will be appointed by the President (subject to approval by the delegates) to take charge of such balloting and to report the results thereof to the presiding officer. After the results of the balloting have been confirmed, announced, and recorded, the tellers will immediately destroy the ballots.

ARTICLE V
DUTIES OF OFFICERS

Section 1. Subject to approval by the Directors the officers shall manage and direct the activities and business of the M.P.O.A. and, by appointment, fill all officer vacancies.

Section 2. The officers shall prepare an Annual Balanced Budget which shall be presented for approval at the regular September Convention. The budget shall list the basic categories of M.P.O.A. income and expenditures and shall be distributed to all delegates along with the mailed notice of the regular September Convention. Following approval of the proposed Annual Balanced Budget by the Delegates, all future budgetary amendments must have Director approval.
(Revised 9/11/96)

Section 3. The officers may obtain legal advice when they feel it is necessary. Their records shall show the written legal advice on which they acted or refrained from acting.

Section 4. The President shall be the Chief Executive Officer of the M.P.O.A. and shall preside at all meetings and call special meetings when necessary or legally requested to do so. The President may appoint committees and/or commissions (subject to approval by the directors) and have general supervision of all matters pertaining to the M.P.O.A.

Section 5. The President shall be ex-officio member of all committees and/or commissions.

Section 6. Nothing herein shall prohibit the President from appointing any member property owner possessing specialized training, knowledge or experience, who is not a delegate or director to any committee or commission.

Section 7. It shall be the duty of the 1st and 2nd Vice-Presidents to assist the President, and, in his/her absence, act in the order named in the performance of the duties of the President.

Section 8. The Secretary shall be responsible for the minutes of all Directors' and Delegates' meetings, conduct correspondence, issue notices, keep the roll of Officers, Directors, Delegates, and Committees/Commissions, and discharge such other duties as pertain to his/her office as assigned by the President.
The Secretary shall also prepare all bills, notices of dues payable and shall be the recipient of such dues, also keeping proper account. All monies collected will be transferred to the Treasurer.

The Secretary will prepare a voucher for all bills approved by the officers and present the vouchers to the Treasurer for payment.

Section 9. The Treasurer shall receive all monies collected by the Secretary and shall deposit the same in a suitable bank or trust company previously approved by the officers. The Treasurer shall not disburse any monies without an approved voucher. All checks must be signed by any two officers. The Treasurer will prepare monthly reports to the officers..

Section 10. A Recording Secretary may be appointed by the President (subject to approval by the directors). His/her duties will be to take minutes of all meetings and such other duties as the Secretary may assign

The Recording Secretary need not be a delegate or director and may be paid a salary as determined by the directors.

Section 11. The accounts of the Secretary and the Treasurer shall be examined by a CPA who shall be appointed by the officers. An annual audit shall be prepared except that the President shall have the authority to request an audit at any time in addition to the annual audit. The annual audit shall be for the fiscal year ending December 31 and must be completed by June 30 of the following year. A copy of the annual audit must be given to each Director

Section 12. Upon a two thirds (2/3) vote of the assembly of delegates, any officer may be removed from his/her office for failure to attend three or more meetings without reasonable justification or for failing to perform other duties of office. Written notice of the proposed removal shall be mailed to or personally served upon the officer at least 20 days prior to the meeting at which action is to be considered.

ARTICLE VI
REPRESENTATION

Section 1. Member subdivisions and unsubdivided property shall be represented accordingly:
Subdivisions shall be represented by one (1) delegate for each one hundred (100) lots or fraction thereof.

Unsubdivided property shall be represented by one (1) delegate for each twenty(20) acres or fraction thereof.

Each Delegate shall be entitled to one (1) vote.

Section 2. Delegates may be either elected or appointed according to the by-laws or agreements of their respective subdivision or unsubdivided property.

Section 3. The delegate(s) from each subdivision or unsubdivided property(s) shall select one of their number, as their director, to represent them at the directors' meetings.

Section 4. Thirty (30) days prior to the regular September Delegates' Convention, each member subdivision or unsubdivided property must provide the Secretary of the M.P.O.A. with the name, address and telephone number of its Delegate(s) and their Director.

ARTICLE VII
VOTE ALLOCATION

Section 1. At Directors' meetings, each director's vote shall be weighted according to the same formula for delegates established in Article VI, Section 1, except that the number of delegates represented by each individual director shall first be taken into account before the formula is applied.

Section 2. At Delegates' Conventions each delegate or delegate's proxy shall have one (1) vote.

Section 3. Voting Options.

Yes - Supports the motion.

No - Does not support the motion.

Pass/Abstain - shall be counted with the prevailing side.

A Director or Delegate has the right to change his/her vote up to the time the vote is finally announced. After that, he/she can make the change only by permission (a majority vote) of the assembly.

ARTICLE VIII
PROXY REPRESENTATION

Section 1. Directors

Directors will not be permitted to vote by proxy.

Section 2. Delegates

When a delegate is unable to attend a particular Convention Meeting, he/she may grant a proxy to another delegate from his/her subdivision or unsubdivided property.

When a subdivision or unsubdivided property is represented by only one (1) delegate, that delegate may grant his/her proxy to another member of his/her subdivision or unsubdivided property, subject to approval by his/her subdivision or owners of the unsubdivided property.

Section 3. When a subdivision or unsubdivided property is represented by only one (1) delegate, that delegate will be considered their director. Consequently, the rule for representation for directors will apply for Directors' Meetings and the rule for delegates' representation will apply for Delegates' Conventions.

Section 4. All proxies must be executed in writing by the delegate or the delegate's duly authorized attorney in-fact and may carry instructions as to their use. Proxies shall be presented to the Secretary and their substance noted in the minutes of the meeting.

Section 5. The Secretary shall provide the appropriate proxy form with instructions to be sent with each notice of a meeting.

ARTICLE IX
MEETINGS

Section 1. Regular Directors' Meetings will be held on the second Wednesday of the month, at seven (7) P.M. The place for each meeting will be determined by the officers. The officers will set the agenda. However, any director may place an item on the agenda for consideration at the next meeting.

A quorum of the officers may call a Special Directors' Meeting at any time.

Section 2. The Convention of Delegates will be held on the second Wednesday of September, before the regular September Directors' Meeting.

A quorum of the officers may call a Special Convention meeting at any time.

Section 3. The Secretary shall mail written notification of regular or special Directors' Meetings and regular or special Convention Meetings to all:

Directors
Delegates
Subdivision Secretaries
Owners of Unsubdivided Property

Written notification shall include:

An Agenda
Previous Minutes
Treasurer's Report

Such notification shall be postmarked no later than ten (10) days prior to the meeting unless the agenda includes any of the following items for consideration, in which case, notification shall be postmarked no later than twenty(20) days prior to the meeting:

Mergers
Consolidation
Dissolution or sale, lease or exchange of assets
Granting of lake rights
By-law amendments

Section 4. Order of Business.

The following order of business is intended as a guide to the Directors, Delegates and Officers in planning the agenda for the meetings. A change in the order the items appear on the agenda can be accomplished by a simple majority vote of the officers.

(Revised 9/13/95)

Directors' Meetings

Delegates' Convention

- | | |
|-----------------------------------|-----------------------------------|
| I. Call To Order | I. Call To Order |
| II. Establish Quorum - Roll Call | II. Establish Quorum - Roll Call |
| III. Approval of Previous Minutes | III. Approval of Previous Minutes |
| IV. Treasurer's Report | IV. Annual Budget |
| V. Communications | V. Election of Officers |
| A. Correspondence | VI. Public Comments |
| B. Public Comments | VII. Unfinished Business |
| VI. Committee/Commission Reports | VIII. New Business |
| VII. Unfinished Business | IX. Adjournment |
| VIII. New Business | |
| IX. Adjournment | |

Section 5. All discussion shall be limited to agenda items. Emergency matters may be considered if submitted in writing prior to the commencement of either Directors' or Delegates' Meetings and approved by a three-fourths (3/4) majority vote of the Assembly.

Section 6. A. The President may call emergency Directors' Meetings or emergency Delegates' Conventions on a minimum of one day notice by personal contact or telephone call to each director and/or delegate.

B. If the President is unavailable or refuses to call an emergency Directors' Meeting for any reason, the Vice-President or any other officer with concurrence of one (1) Director may call an emergency Directors' Meeting.

C. If the President is unavailable or refuses to call an emergency Delegates' Convention for any reason, a written request by twenty-five (25) or more delegates shall be sufficient to direct the officers to call an emergency Delegates' Convention.

Section 7. Quorum.

Three (3) officers shall constitute a quorum for all officers' meetings

Fifty (50) percent of all delegates of record and three (3) officers shall constitute a quorum for all Directors' or Delegates' Meetings.

ARTICLE X
DUES

Section 1. The amount of the regular yearly membership dues of the association shall be \$17.00 per lot owners' association lot and \$23.80 for each acre of unsubdivided property.
Revised 9/10/03)

The annual dues will be apportioned in such a manner as to cover the budgeted expenses of the dam and lake fund; general operating fund, mosquito abatement fund, lake renewal fund, contingencies and any additional budgeted expenses approved through the annual budget process outlined in Article V, Section 2.

Section 2. Bills shall be mailed to the subdivisions and to the owners of the unsubdivided properties beginning not later than March 1, 1995 and annually thereafter. Accounts shall not be considered delinquent until three months after billing. In computing the number of lots for the purpose of assessing dues, lots, beaches, and parks owned by the Lot Owners Associations, religious organizations and tax supported public bodies shall be exempt. The M.P.O.A. may increase or decrease dues as provided in Article XII, Section 1., but no increase or decrease shall be valid unless applied to both lots and unsubdivided acreage proportionally.

Section 3. All dues shall be paid to the Secretary of the M.P.O.A.

Section 4. A subdivision or unsubdivided property delinquent in the payment of dues as provided in Section 2 of this article shall not be entitled to vote and shall be so informed of the suspension in writing. The subdivision or unsubdivided property in arrears may, however, regain its original standing by the full and complete payment of all delinquent dues.

Section 5. All monies remaining delinquent shall be charged as a claim of lien against the subdivision or unsubdivided property which is in arrears, and it shall be the duty of the Treasurer and Secretary to institute such legal proceedings as will effectively protect said claim or lien of the M.P.O.A. against the subdivision or unsubdivided property and insure the collection of the delinquent dues. Any and all costs incurred in preparing and filing such claims or liens shall be added to the sum total of the dues and paid by the assessed before reinstatement.

Section 6. As a condition of membership in the M.P.O.A, any new subdivision and each present member subdivision within one year from the passage of these amended by-laws shall submit evidence to the M.P.O.A.:

1. That the subdivision is authorized pursuant to its by-laws to take legal action against any of the individual property owners, including the filing of a lien and/or small claims suit on the property, to enforce the collection of delinquent dues owed to the M.P.O.A.;
2. That the subdivision will enforce its rights to collect such delinquent dues for the benefit of the M.P.O.A.; or
3. That, in the alternative, the subdivision will pay the M.P.O.A. any and all delinquent dues of its members.

ARTICLE XI
GENERAL
ARTICLE XI
(Revised 2/8/06)
**LAKE RIGHTS, REGULATIONS FOR LAKE USE, AND
ISSUANCE OF FUTURE REGULATIONS**

Section 1. LAKE RIGHTS.

- A. Lake rights may be granted by the M.P.O.A. provided that the individual or entity requesting such a grant shall, at a minimum, document to the satisfaction of the M.P.O.A. that the property for which lake rights is requested shows a clear and certain means of access to the lake.
- B. Before lake rights can be granted or any real property belonging to the M.P.O.A. conveyed or otherwise disposed of or dedicated to the public, a Convention of Delegates must approve the proposed action by a 2/3 majority vote of the assembly.

Section 2. REGULATIONS FOR LAKE USE.

- A. Hunting and Shooting. No person shall be permitted to hunt or shoot on the waters of Wonder Lake, or on the property owned by the M.P.O.A., unless he or she has obtained a permit from the M.P.O.A. Conservation Commission, or is accompanied by a person who has a permit. The permit may be issued only to a person who has lake rights. The applicant must agree in writing to:
 - 1) Comply with all State and Federal regulations as well as all flowage agreements.
 - 2) Indemnify, hold harmless, and defend the M.P.O.A. and the owners of land overflowed by waters of Wonder Lake, as evidenced by a copy of the certificate of insurance showing such coverage.
 - 3) The holder of the permit shall be responsible for the acts of his/her guests or his/her family who may accompany him/her.
 - 4) In the event a person fails to comply with any of the above regulations, the permit shall be revoked.
- B. Duck Blinds. No person shall be permitted to build a duck blind on the waters of Wonder Lake, unless he or she has obtained a permit from the M.P.O.A. Conservation Commission. The permit may be issued only to a person who has lake rights. The applicant must agree in writing to:
 - 1) Comply with all State, Federal and applicable local regulations as well as all flowage agreements.
 - 2) Remove or cause to be removed all floating duck blinds within two weeks after the close of the duck hunting season.

- 3) Indemnify, hold harmless, and defend the M.P.O.A. and the owners of land overflowed by the waters of Wonder Lake as evidenced by a copy of the certificate of insurance showing such coverage.
- 4) The holder of the permit shall be responsible for the acts of his/her guests or his/her family who may use the blind.
- 5) In the event a person fails to comply with the above regulations, the permit shall be revoked.

C. Registration Decals. The following regulations apply to the issuance of decals and to those persons receiving decals.

- 1) M.P.O.A. registration decals are issued annually and are required to be affixed to all vehicles placed on and used in the waters of Wonder Lake, irrespective of size or propulsion.
- 2) Registration decals may be obtained at the M.P.O.A. office or by mail. (Revised 9/10/03.)
- 3) The M.P.O.A. decal shall be placed on the right (starboard) side of the vehicle windshield. If there is no windshield, the decal shall be affixed on the right (starboard) side of the hull, but not next to or near the Illinois Registration numbers or State sticker.
- 4) M.P.O.A. recreational Guest decals may be issued by member subdivisions and unsubdivided property owners to members of their respective subdivision or to owners of their respective unsubdivided property, who expect their guests to temporarily place a recreational vehicle on the waters of Wonder Lake for a period not to exceed 72 consecutive hours. (Revised 9/13/95.)

Members who are issued a Guest decal shall be responsible for the acts of their guest.

- 5) All subdivisions and owners of unsubdivided property are required to provide the M.P.O.A. office with an annual report by November 1st of each year, of the recreational Guest decals issued. (Revised 9/10/03.)

D. Use of Aircraft. The use of aircraft in and on Wonder Lake is prohibited except in case of proven emergency as authorized by the M.P.O.A. through its Directors.

The landing, take off and mooring of aircraft on Wonder Lake in violation of the prohibition shall subject the owner/operator to a fine of \$1,000.00 for each separate offense, to be construed as each unpermitted use of the seaplane and each day the seaplane is moored in violation of the prohibition except where the M.P.O.A. through its Directors has authorized the emergency use and mooring of the seaplane. The determination that a violation has occurred shall be made by the Directors.

