

1 ARTICLES OF INCORPORATION
2 OF
3 ODD FELLOWS SIERRA RECREATION ASSOCIATION
4

5 FIRST: The name of the corporation is ODD FELLOWS SIERRA
6 RECREATION ASSOCIATION.

7 SECOND: The purposes for which this corporation are formed
8 are:

9 (a) The specific and primary purpose is to own, operate,
10 and maintain a club exclusively for the pleasure and recreation
11 of its members.

12 (b) The general purposes and powers are:

13 (i) To organize and administer a mountain resort
14 and summer camp; to erect, construct, purchase,
15 lease, or otherwise acquire, own, hold, use,
16 improve, maintain, repair, operate, encumber,
17 sell, lease, or otherwise dispose of, club,
18 sports, and game facilities, equipment, rooms,
19 buildings, and areas of every kind, nature,
20 and description, including, without limitation,
21 swimming and wading pools; tennis courts;
22 basketball courts; handball and volleyball
23 courts; sauna baths; athletic rooms; solariums;
24 and libraries and reading rooms, for the sole
25 and exclusive benefit of its members and their
26 bona fide guests.

27 (ii) To make and perform contracts of every kind
28 for any lawful purpose without limit as to
29 amount, with any person, firm, association,
30 corporation, municipality, state, government,
31 or municipal or political subdivision.

32 (iii) To carry on any activity whatsoever, in this
33 State or anywhere else in the world, either
34 as principal, agent, or partner, which this
35 corporation may deem proper or convenient in
36 connection with any of the foregoing purposes,

1 or which may be calculated directly or in-
2 directly to promote the interest of this
3 corporation.

4 (iv) To have and exercise all the rights and
5 powers conferred on nonprofit corporations
6 under the General Nonprofit Corporation Law
7 of California, as such law is now in effect
8 or may at any time hereafter be amended.

9 The foregoing statement of purposes shall be construed as a
10 statement of both purposes and powers, and the purposes and powers
11 stated in each clause shall, except where otherwise expressed, be
12 in no way limited or restricted by any reference to or inference
13 from the terms or provisions of any other clause, but shall be
14 regarded as independent purposes and powers.

15 (c) Notwithstanding any of the foregoing statements of
16 purposes and powers, this corporation shall not, except to an
17 insubstantial degree, engage in any activities or exercise any
18 powers that are not in furtherance of the primary purpose of this
19 corporation as set forth in Paragraph (a) of this Article SECOND,
20 and nothing contained in the foregoing statement of purposes shall
21 be construed to authorize this corporation to carry on any activ-
22 ity for the profit of its members, or to distribute any gains,
23 profits, or dividends to its members as such, except on dissolu-
24 tion and winding up. Upon the dissolution and winding up of the
25 corporation, the assets of the corporation shall be distributed
26 to such class or classes of members as set forth in the Bylaws of
27 the corporation.

28 THIRD: This corporation is organized pursuant to the
29 General Nonprofit Corporation Law of the State of California and
30 does not contemplate pecuniary gain or profit to the members
31 thereof and it is organized for nonprofit purposes.

32 FOURTH: The county in this State where the principal office
33 for the transaction of the business of the corporation is located
34 is Tuolumne County.

35 FIFTH: (a) The number of Directors of this corporation
36 shall not be less than five (5).

1 (b) The number of Directors herein authorized can be changed
2 by amendment of these Articles.

3 (c) The powers of this corporation shall be exercised, its
4 property controlled, and its affairs conducted by the Board of
5 Directors.

6 (d) Any action required or permitted to be taken by the
7 Board of Directors under any provision of law, these Articles of
8 Incorporation, or the Bylaws of this corporation may be taken
9 without a meeting, provided that all members of the Board, individ-
10 ually or collectively, consent in writing to such action. Such
11 written consent or consents shall be filed with the minutes of the
12 proceedings of the Board. Such action by written consent shall
13 have the same force and effect as the unanimous vote of such Di-
14 rectors. Any certificate or other document filed under any pro-
15 vision of law which relates to action so taken shall state that
16 the action was taken by the unanimous written consent of the Board
17 of Directors without a meeting and that the Articles of Incorpor-
18 ation of this corporation authorize the Directors to so act, and
19 such statement shall be prima facie evidence of such authority.

20 SIXTH: The authorized number and qualifications of members
21 of this corporation, the different classes of membership, if any,
22 the property, voting, and other rights and privileges of members,
23 and their liability to dues and assessments and the method of
24 collection thereof, shall be as set forth in the Bylaws of this
25 corporation.

26 SEVENTH: If this corporation holds any event(s) to which
27 members of the general public are invited to observe or partici-
28 pate in for a fee, the income from the general public, less a
29 proportional share of the expenses which will not benefit members,
30 will be paid over to an organization which is exempt from income
31 tax under Section 501(c)(3) of the Internal Revenue Code on an
32 annual basis.

33 EIGHTH: Notwithstanding any other provision in these
34 Articles of Incorporation, the corporation shall be subject to
35 the following limitations and restrictions:

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1 (a) The corporation shall distribute its income for each
2 taxable year at such time and in such manner as not to become
3 subject to the tax on undistributed income imposed by Section 4942
4 of the Internal Revenue Code of 1954.

5 (b) The corporation shall not engage in any act of self-
6 dealing as defined in Section 4941(d) of the Internal Revenue Code
7 of 1954.

8 (c) The corporation shall not retain any excess business
9 holdings as defined in Section 4943(c) of the Internal Revenue
10 Code of 1954.

11 (d) The corporation shall not make any investments in such
12 manner as to subject it to tax under Section 4944 of the Internal
13 Revenue Code of 1954.

14 (e) The corporation shall not make any taxable expenditures
15 as defined in Section 4945(d) of the Internal Revenue Code of 1954.

16 NINTH: Subject to any provision of law applicable to the
17 amendment of Articles of Incorporation of nonprofit corporations,
18 these Articles, or any of them, may be altered, amended, or re-
19 pealed and new Articles adopted by the vote of two-thirds (2/3)
20 of Regular Members.

21 TENTH: The names and addresses of persons who are to act
22 in the capacity of directors until the selection of their suc-
23 cessors are:

24	William Ham	Ceres, California
25	Fred Cook	Tracy, California
26	John Davis	White Pines, California
27	J. C. Mundy	Ceres, California
28	George Drisback	Turlock, California
29	Loren Hosmer	616 Virginia Street, 30 Modesto, California
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