

**CERTIFICATE OF RESTATEMENT OF  
THE ARTICLES OF INCORPORATION  
OF  
ODD FELLOWS SIERRA RECREATION ASSOCIATION**

\_\_\_\_\_ and \_\_\_\_\_ certify that:

1. They are the President and Secretary, respectively, of ODD FELLOWS SIERRA RECREATION ASSOCIATION, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

RESTATED  
ARTICLES OF INCORPORATION  
OF  
ODD FELLOWS SERRA RECREATION ASSOCIATION

ONE: The name of this corporation is ODD FELLOWS SIERRA RECREATION ASSOCIATION

TWO: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: This corporation is authorized to issue a total of 1,000 shares of common stock only. This corporation is not authorized to issue any other classes of shares of stock.

FOUR: The Board of Directors may levy assessments upon the outstanding shares of the corporation provided, however, that neither any assessment nor the levy thereof shall create any personal liability on any shareholder of the corporation. The majority of the outstanding shares of the corporation must approve such assessments.

FIVE: One-third (1/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of this corporation.

SIX: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SEVEN: This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code of the State of California) for breach of duty to this corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the corporations Code of the State of California, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code of the State of California.

3. The foregoing Restatement of Articles of Incorporation has been duly approved by the Board of Directors of the corporation.

4. The foregoing amendment and restatement of Articles of Incorporation and has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is \_\_\_\_\_. The number of shares voting in favor of the amendment was \_\_\_\_\_ which is \_\_\_\_\_% of the outstanding shares of the corporation.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: May \_\_\_\_, 2013

\_\_\_\_\_  
\_\_\_\_\_, President

Dated: May \_\_\_\_, 2013

\_\_\_\_\_  
\_\_\_\_\_, Secretary