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FILED *MM*

Secretary of State
State of California

SEP 06 2019

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ODD FELLOWS SIERRA RECREATION ASSOCIATION *llc*

(TG)

Michael Lechner and Wanda Lenhardt certify that:

1. They are the President and Secretary, respectively, of Odd Fellows Sierra Recreation Association, a California corporation (“**Corporation**”).

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read in full as follows:

I

The name of this corporation is ODD FELLOWS SIERRA RECREATION ASSOCIATION.

II

The purpose of this 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.

III

This corporation is authorized to issue only one class of shares of common stock. The total number of shares which this corporation is authorized to issue is one thousand (1,000). On amendment and restatement of these Articles of Incorporation as set forth above, each outstanding share of Series A Common Stock is converted into 1 share of common stock. Series B Common Stock has no outstanding shares.

IV

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.

V

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.

VI

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

VII

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits on such indemnification set forth in Section 204 of the California Corporations Code.

VIII

Any repeal or modification of the foregoing provisions of Articles VI and VII shall not adversely affect any right of indemnification of any agent or limitation of liability of any director of this Corporation relating to acts or omissions occurring prior to such repeal or modification.

3. The foregoing amendment and restatement of Articles of Incorporation have been duly approved by the Board of Directors.

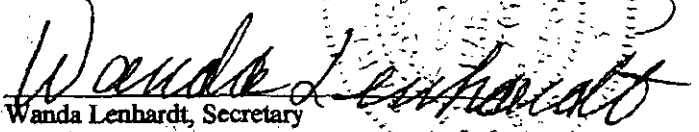
4. The foregoing Amended and Restatement of Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 903 of the Corporations Code. The total number of outstanding shares of the corporation is seventy-one (71) Series A Common Stock and Series B Common Stock has no outstanding shares. The number of shares of Series A Common Stock voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for the Series A Common Stock voting separately was more than 50%.

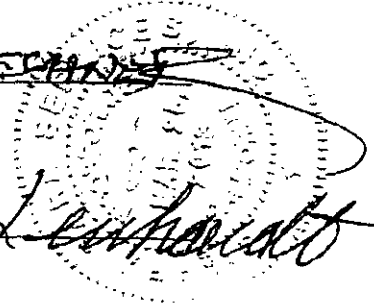
(Signature page to follow)

We 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: 8/31, 2019


Michael Lechner, President


Wanda Lenhardt, Secretary



(Signature page to Amended and Restated Articles of Incorporation)