

RESTATED
ARTICLES OF INCORPORATION
OF
ODD FELLOWS SIERRA RECREATION ASSOCIATION

Robert G. Linthicum and Delwyn H. Wallis certify that:

1. They are the President and Secretary, respectively, of the ODD FELLOWS SIERRA RECREATION ASSOCIATION, a California Corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

"ONE: The name of the 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: The shares of the corporation may be issued from time to time in two (2) series designated, respectively, Series A, of which the corporation is authorized to issue three hundred sixty-five (365) shares, and Series B, of which the corporation is authorized to issue three hundred sixty-five (365) shares. The rights, preferences, privileges, and restrictions of Series A and Series B shall be equal and identical in all respects except that, unless otherwise provided by law, the holders of shares of Series A shall have and possess the exclusive right in the event of

any voluntary or involuntary liquidation, dissolution, or winding up of the corporation to receive, ratably, all the assets of the corporation.

"FOUR: The Directors of the corporation are hereby granted the power and authority to levy and collect, from time to time, as in their discretion they may deem advisable, assessments upon all of the shares of stock of the corporation at any time issued and outstanding, and shall have all of the authority, rights, and privileges with reference to such assessments as are provided by law in respect to corporations the directors of which have such power of assessment; provided, however, that any such assessment shall be subject to the prior "approval of the Shareholders" of the corporation as that term is defined in California Corporations Code section 153; provided further, however, that neither any assessment nor the levy thereof shall create any personal liability on any Shareholder of the corporation.

"FIVE:

"(a) No person may be a Shareholder of the corporation unless he is a Member of a duly constituted Subordinate or Rebekah Lodge of the Independent Order of Odd Fellows, or any lodge which is a branch of the Independent Order of Odd Fellows, and owns a lot in the subdivision known as "Odd Fellows Sierra Camp Subdivisions Nos. 1 and 2" in Tuolumne County, California.

"(b) No person may be a holder of a Series A share unless he has been a Shareholder of the corporation and/or a Member of the predecessor to the corporation for a period of five (5) consecutive years.

"(c) No person may own more than one (1) share of the corporation.

"SIX: One-third (1/3d) of the shares entitled to vote, represented in person, shall constitute a quorum at a meeting of the Shareholders.

"SEVEN: The corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner now prescribed by statute or which may

hereafter be prescribed by statute, and all rights conferred upon the Shareholders are granted subject to this provision."

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of Members.

ROBERT G. LINTHICUM, President

DELWYN H. WALLIS, Secretary

DECLARATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of his own knowledge and that this Declaration was executed on _____, 19__ , at _____, California.

ROBERT G. LINTHICUM

DELWYN H. WALLIS