

State
of
California
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT 10 1986



March Fong Eu

Secretary of State

1544100

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

OCT 10 1986

MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION
OF
ODD FELLOWS SIERRA HOMEOWNERS' ASSOCIATION

ONE: The name of the corporation is ODD FELLOWS SIERRA HOMEOWNERS' ASSOCIATION.

TWO: This corporation is organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law. More specifically, the corporation will provide a homeowners' association for the management, maintenance, and preservation of the subdivisions located in Tuolumne County, California, commonly known as I.O.O.F. Odd Fellows Sierra Camp Subdivision Nos. 1 and 2, more particularly described in those certain subdivision maps recorded in the Office of the Recorder of Tuolumne County, California, on March 8, 1950, and April 27, 1959, in Book of Maps, Vol. 10, page 44, et seq., and Book of Maps, Vol. 14, page 99, et seq., and otherwise to act as and be operated as a "homeowners' association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended, and in Section 23701t of the California Revenue and Taxation Code, as amended.

THREE: The name and address in this state of the corporation's initial agent for service of process is:

Edward E. Cole
1120 Edison Avenue
Modesto, CA 95350

FOUR: The principal office for the transaction of the corporation's business is in Tuolumne County.

FIVE: The authorized number and qualifications of Members of the corporation, the property, voting, and other rights and privileges of the Members, and their liabilities for dues and assessments and the method of collection thereof shall be set forth in the Declaration of Covenants, Conditions, and Restrictions for the aforementioned Subdivision, recorded or to be recorded in the Office of the Recorder of Tuolumne County, State of California, and/or the corporation's Bylaws.

SIX: The corporation's affairs shall be managed by a Board of nine (9) Directors.

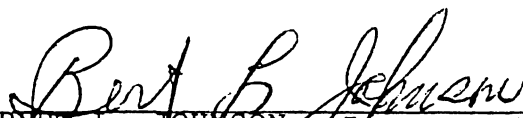
SEVEN: No part of the net earnings of the Association, if any, shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of the property held by the Association, or commonly held by the Members of the Association or located in the subdivisions and owned by Members of the Association, or through rebates of excess membership dues, fees, or assessments) to the benefit of any Member or other private individual.

EIGHT: Amendment of these Articles shall require the assent (by vote or written consent) of Members representing at least

fifty-one percent (51%) of the Members then entitled to vote as provided in the Bylaws.

NINE: Notwithstanding anything elsewhere contained herein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

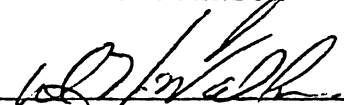
IN WITNESS WHEREOF, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation on October 1, 1986.


BERT L. JOHNSON, Incorporator


DELWYN H. WALLIS, Incorporator

We declare that we are the persons who executed the above Articles of Incorporation and that this instrument is our act and deed.


BERT L. JOHNSON


DELWYN H. WALLIS