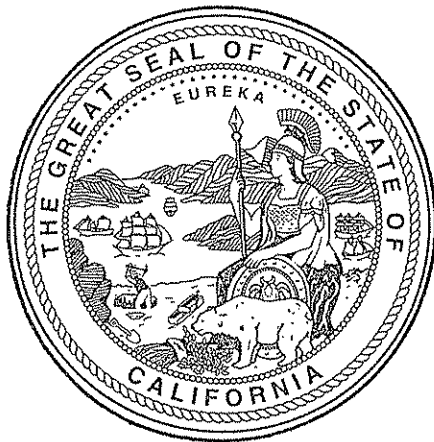


State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

MAR 22 2006

BRUCE McPHERSON
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 16 2006

ARTICLES OF INCORPORATION
FOR
SADDLE CREEK II HOMEOWNERS ASSOCIATION,
a California nonprofit mutual benefit corporation

ARTICLE I.
NAME

The name of this corporation is Saddle Creek II Homeowners Association (hereinafter the "Corporation" or "Association").

ARTICLE II.
NONPROFIT MUTUAL BENEFIT CORPORATION

This corporation is a nonprofit, mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

ARTICLE III.
SPECIFIC PURPOSES OF THE CORPORATION

The specific purpose for which this Corporation is formed is to provide for the administration, maintenance, preservation and architectural control of the residential project and the common property therein within that certain real property situated in the County of Calaveras, State of California (hereinafter the "Project"), and more particularly described in the *Declaration of Covenants, Conditions & Restrictions and Reservation of Easements (Saddle Creek II)* (herein after the "Declaration") which has been, or will be, recorded in the Office of the County Recorder of Calaveras County.

ARTICLE IV.
DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT

This Corporation is an association formed in part to manage the common property of a common interest development pursuant to the Davis-Stirling Common Interest Development Act (California Civil Code Section 1350, *et seq.*).

ARTICLE V.
INITIAL AGENT

The name and address in the State of California of this Corporation's initial agent for service of process is:

Ms. Billie B. Kane
3840 Little John Road
Copperopolis, California 95228-9523

**ARTICLE VI.
CORPORATE OFFICE AND MANAGING AGENT**

The business or corporate office of the Association is:

3840 Little John Road
Copperopolis, California 95228-9523

The nearest cross street for accessing the business office of the Corporation on Little John Road is Saddle Creek Drive.

The Association currently has no managing agent.

**ARTICLE VII.
DIRECTORS**

The number of directors of the Corporation shall be five (5).

**ARTICLE VIII.
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

The Corporation shall be bound by the terms and conditions of the Declaration.

**ARTICLE IX.
CORPORATION QUALIFICATION**

This Corporation is intended to qualify as a homeowners' association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. Furthermore, this Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Corporation be distributed to, or inure to the benefit of, any Member, director or officer of this Corporation or other private individual either directly, or indirectly. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets may be distributed to the Members as provided in Section 8717(b) of the California Nonprofit Mutual Benefit Corporation Law. Notwithstanding the foregoing, without the approval of one hundred percent (100%) of the Members, so long as there is any Common Area (as defined in the Declaration) for which this Corporation is obligated to provide management, maintenance, preservation or control:

- (a) This Corporation or any person or entity acting on its behalf shall not:
 - (1) Transfer all or substantially all of its assets; or
 - (2) File a Certificate of Dissolution; and
- (b) No court shall enter an order declaring the Corporation duly wound up and dissolved.

**ARTICLE X.
LIABILITY OF DIRECTORS**

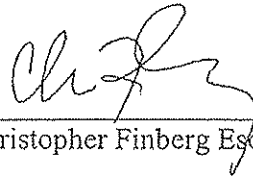
The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

**ARTICLE XI.
MISCELLANEOUS**

The authorized number, if any, and qualifications of Members of the Corporation, if any, the property, voting and other rights and privileges of membership and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation which incorporate by reference thereto the Declaration.

Notwithstanding any of the above statements of purposes and powers, 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 purposes of this Corporation.

Dated: MARCH 16, 2006



Christopher Finberg Esq., Incorporator

