

SECRETARY OF STATE

I, *BILL JONES*, 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

FEB 23 2000

A handwritten signature in cursive script that reads "Bill Jones".

Secretary of State

FEB -1 2000

JILL JONES, SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
SADDLE CREEK HOMEOWNERS ASSOCIATION**

**ARTICLE 1
NAME**

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

**ARTICLE 2
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 for which a corporation may be organized under such law.

**ARTICLE 3
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 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 and Restrictions and Reservation of Easements for Saddle Creek (hereinafter the "**Declaration**") which has been, or will be recorded in the Office of the County Recorder of Calaveras County.

**ARTICLE 4
INITIAL AGENT**

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

Billie Kane
1001 Saddle Creek Drive
Copperopolis, California 95228

**ARTICLE 5
CORPORATE OFFICE AND MANAGING AGENT**

The initial business or corporate office of the Corporation is:

1001 Saddle Creek Drive
Copperopolis, California 95228

This office is located on site of the Project. The current zip code of the Project is 95228 and the Project is accessed by Little John Road and Saddle Creek Drive.

The Corporation currently has no managing agent.

**ARTICLE 6
DIRECTORS**

The number of directors of the Corporation shall be not less than three (3) nor more than seven (7). The exact number of directors, within the limits specified herein, shall be set forth in the Bylaws of the Corporation.

**ARTICLE 7
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS**

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

**ARTICLE 8
AMENDMENTS**

Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the State of California, until such time as there is a Class A membership of this Corporation, amendments or modifications to these Articles shall be effective when executed by Declarant (as defined in the Declaration) and when filed with the California Secretary of State. Thereafter as long as there is a Class B membership, any amendments shall require the affirmative written consent or vote of a majority of a quorum of the voting power of the Corporation. After the Class B membership has been converted to Class A membership, amendments to these Articles may be enacted only by the vote or written assent of Members representing both a majority of a quorum of the voting power of the Corporation and a majority of a quorum of the voting power of the Corporation residing in Members other than the Declarant.

Notwithstanding any other provisions of these Articles, at any time prior to the first anniversary of the "Initial Sale Date" (as defined in the Declaration), Declarant may unilaterally amend these Articles for any reason, to satisfy any government agency or for any regulatory compliance.

**ARTICLE 9
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, except upon winding up and dissolution. 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 the Bylaws.

**ARTICLE 10
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 11
MISCELLANEOUS**

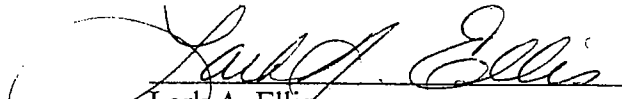
The authorized number, if any, and qualifications of Members of the Corporation, if any, voting and other rights and privileges of membership and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation which incorporate by reference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

Dated: February L, 2000


Lark A. Ellis, Incorporator

I declare that I am the person who executed the above Articles of Incorporation and that this instrument is my act and deed.


Lark A. Ellis

