

**ARTICLES OF INCORPORATION
OF
LODGE BUNGALOWS AT SADDLE CREEK HOMEOWNERS
ASSOCIATION**

**ARTICLE 1
NAME**

The name of this corporation is Lodge Bungalows at 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 (Lodge Bungalows at Saddle Creek) (hereinafter the "**Declaration**") which has been, or will be recorded in the Office of the County Recorder of Calaveras County.

**ARTICLE 4
DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT**

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

**ARTICLE 5
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 6
CORPORATE OFFICE AND MANAGING AGENT**

The initial business or corporate office of the Association is:

1001 Saddle Creek Drive
Copperopolis, California 95228

The current zip code of the Project is 95228 and the Project is accessed by Little John Road and Saddle Creek Drive.

The Association currently has no managing agent.

**ARTICLE 7
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 8
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS**

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

**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. Notwithstanding the foregoing, without the approval of one hundred percent (100%) of the Members, so long as there is any Association Area 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 10
LIABILITY OF DIRECTORS**

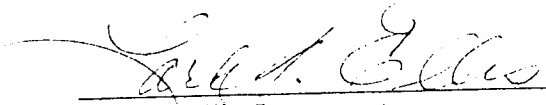
The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

**ARTICLE 11
MISCELLANEOUS**

The authorized number, if any, and qualifications of Members of the Corporation, if any, 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.

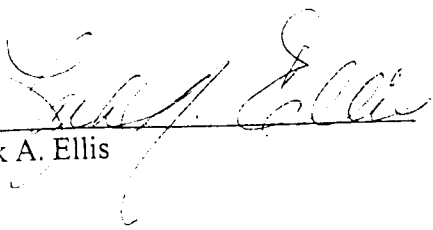
Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.

Dated: November 29, 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