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

CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKE FOREST GLEN UNIT NO. 1 HOMEOWNERS ASSOCIATION

APR 20 1989

MARCH FONG EL, Secretary of State

ROBERT R. SHATZER and THOMAS J. SCHWERTFEGER certify:

1. That they are the President and Secretary respectively, of the LAKE FOREST GLEN UNIT NO. 1 HOMEOWNERS ASSOCIATION, a California corporation.
2. These amended and restated articles of incorporation have been duly approved by the Board of Directors of the corporation, including the amendments to Articles TWO and THREE, which amendment was adopted by approval of the board alone, under Section 7812(b) of the California Corporations Code.
3. These amended and restated articles of incorporation have been duly approved by the required vote of members.
4. The articles of incorporation of the corporation as amended to the date of the filing of this restatement, including amendments set forth herein but not separately filed, are restated as follows:

ONE: The name of this corporation is LAKE FOREST GLEN UNIT NO. 1 HOMEOWNERS ASSOCIATION (hereinafter referred to as ("Association")).

TWO: The purposes for which the Association is formed are:

- (a) The specific and primary purposes are to provide for management, maintenance, preservation, and architectural control of the residence Lots and Common Area within that certain tract of property located in the Lake Tahoe Basin, County of Placer, State of California described as:

All that real property situated in the County of Placer, State of California, as shown on the Map of Tract No. 186, LAKE FOREST GLEN UNIT NO. 1, filed in the Office of the Recorder of Placer County in Book J of Maps at Page 8.

(b) The general purposes and powers are:

1. This corporation is a nonprofit mutual benefit corporation 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 such law. The further purpose is to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from any covenants or restrictions applicable to the above-described property;

2. To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration of restrictions applicable to such property; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

3. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

4. To borrow money, and with the assent of fifty-one percent (51%) of the members, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by fifty-one percent (51%) of the members, agreeing to such dedication, sale, or transfer;

6. To participate in mergers and consolidation with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that

any such merger, consolidation or annexation shall have the assent of fifty-one percent (51%) of the members;

7. To have and to exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California by law may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

THREE: The Association elects to be governed by all of the provisions of the Nonprofit Mutual Benefit Corporation Law of 1980 not otherwise applicable to it under Part 5 hereof.

FOUR: The County in this State where the principal office for the transaction of the business of the Association is located in Placer County.

FIVE: The authorized number and qualifications of members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

SIXTH: The affairs of this Association shall be managed by a Board of nine (9) Directors, who shall be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association.


At each annual meeting the members shall elect a director or directors, as the case may be, for a term of three (3) years to replace the outgoing director or directors, as the case may be.

SEVEN: This Association is not organized, nor shall it be operated, for pecuniary gain or profit, and no part of the net earnings of the Association shall inure (other than by a rebate of excess membership dues, fees, and assessments) to the benefit of any member or individual. In the event of the dissolution, liquidation, or winding up of the Association, after paying or adequately providing for the debts and obligations of the Association, the Directors, or persons in charge of the liquidation shall divide the remaining assets among the members in accordance with their respective rights therein.

EIGHT: Amendment of these Articles shall require the vote or written consent of fifty-one percent (51%) of the entire membership.

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed on April 15, 1989, at TAHOE CITY, California.


ROBERT R. SHATZER

Executed on April 15, 1989, at Tahoe City, California.


THOMAS J. SCHWERTFEGER