

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

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

In testimony whereof, I, FRANK M. JORDAN,
Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, MAR 6 1967
this _____



Frank M. Jordan
Secretary of State

By *W.P. Sullivan*
Assistant Secretary of State

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

MAR 3 1967

FRANK M. JORDAN, Secretary of State
BY JAMES E. HARRIS
Deputy

ARTICLES OF INCORPORATION

OF

WESTERN LAKE PROPERTIES ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of California and do certify:

FIRST: The name of the corporation is:

WESTERN LAKE PROPERTIES ASSOCIATION

SECOND: The corporation's purposes are:

(a) Primarily to further and promote the common interests and welfare of the owners of real property situated in the Western Lake Properties subdivision in Nevada County, State of California;

(b) Generally to provide all types of services, facilities and improvements deemed useful, beneficial and helpful to said owners; to enforce restrictions, conditions, liens, charges and covenants pertaining to said real property; to purchase, lease, construct, contract for, develop or otherwise acquire such property, real or personal, tangible or intangible, as may be necessary to or convenient to carry out said primary objects and purposes; to care for and maintain all property owned by it or under its control; to borrow or raise money or contract indebtedness by giving any form of obligation and security therefor; to appoint such committees as may be necessary to or convenient in carrying out said primary objects and purposes; and to make and collect charges and assessments by which to further said primary objects and purposes;

(c) To have and exercise all rights and powers, and to do any and all things that a corporation can do for the benefit of its members, all pursuant to the General Nonprofit Corporation Law of the State of California from time to time existing.

THIRD: This corporation is organized pursuant to Part 1 of Division 2 of Title 1 of the Corporations Code of California (General Nonprofit Corporation Law).

FOURTH: The county in the State of California where the principal office for transaction of business of the corporation is located is the County of Nevada.

FIFTH:

(a) The number of directors of the corporation is three (3).

(b) The names and addresses of the persons who are appointed to act as directors until the appointment of their successors are:

John K. M. Olsen	12790 Normandy Lane, Los Altos Hills, California
Robert R. Tufts	1301 Clay Street, San Francisco, California
Joyce A. McClenning	16 So. Knoll Road, Mill Valley, California

(c) The number of directors of the corporation may be changed either by an amendment to these articles or by a by-law adopted by the members.

SIXTH: The corporation shall have no capital stock and shares therein shall not be issued. The corporation shall have two (2) classes of members, i. e., members and associate members, the qualifications for each of which shall be those prescribed in the corporation's by-laws. The interests of each member, which shall be equal to that of every other member, and the interests of each associate member, which shall be equal to that of every other associate member, shall be evidenced by a certificate or other written documentation issued by the corporation under terms to be fixed by its by-laws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges, or liabilities of membership or associate membership.

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of any member or individual.

EIGHTH: In the event of the dissolution or the winding up of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the assets remaining shall be divided and distributed among the members in accordance with their respective rights therein.

IN WITNESS WHEREOF, the undersigned and above-named first directors of this corporation have executed these articles of incorporation on February 17, 1967.

s/John K. M. Olsen

John K. M. Olsen

s/Robert R. Tufts

Robert R. Tufts

s/Joyce A. McClenning

Joyce A. McClenning

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF CALIFORNIA)

On this 17th day of February, 1967, before me, a Notary Public for the State of California, with principal office in the City and County of San Francisco, personally appeared John K. M. Olsen, Robert R. Tufts, and Joyce A. McClenning, known to me to be the persons whose names are subscribed to and who executed the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

s/Helen Ketterbaugh
Helen Ketterbaugh, Notary Public

(SEAL)

My Commission Expires January 3, 1969

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, *Secretary of State of the State of California, hereby certify:*

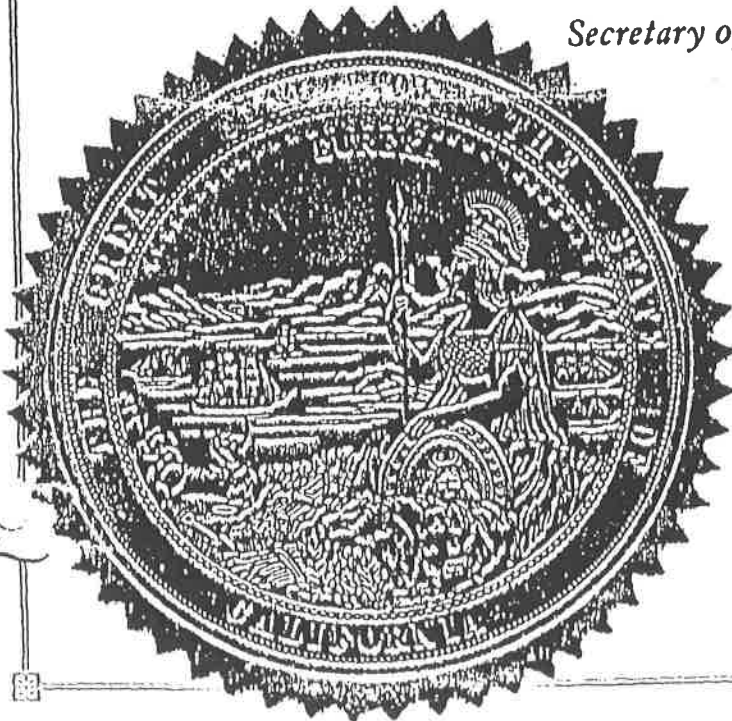
That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, *Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,*

this.....MAY 16 1967.....

Frank M. Jordan
Secretary of State

By.....
Assistant Secretary of State



526656

ARTICLES OF INCORPORATION
OF
THE LAKE OF THE PINES COUNTRY CLUB

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
MAY 15 1967

FRANK M. JORDAN, Secretary of State
By C. Oscar Johnson
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California.

FIRST: The name of the corporation is:

THE LAKE OF THE PINES COUNTRY CLUB

SECOND: The corporation's purposes are:

(a) Primarily to operate and maintain a social, recreational and athletic club;

(b) Generally to purchase, sell, lease, contract for, construct, develop or otherwise acquire such property, real and personal, tangible or intangible, as may be necessary or convenient to carry out said primary objects and purposes; to borrow or raise money or contract indebtedness by giving any form of obligation and security therefor; to license the use of the corporation's facilities to the general public upon such terms and conditions and for such charges as it may deem proper; to make and collect charges and assessments by which to further said primary objects and purposes; and to establish rules, regulations and conditions governing the use of facilities owned or operated by the corporation;

(c) To engage in any business related or unrelated to those described in clauses (a) and (b) of this Article SECOND and from time to time authorized or approved by the board of directors of this corporation;

(d) To act as partner or joint venturer or in any other legal capacity in any transaction;

(e) To have and exercise all rights and powers from time to time granted to a corporation by law.

The above purpose clauses shall not be limited by reference to or inference from one another but each purpose clause shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

THIRD: The county in the State of California where the principal office for the transaction of business of the corporation is located is the County of Nevada.

FOURTH:

(a) The number of directors of the corporation is three (3).

(b) The names and addresses of the persons who are appointed to act as first directors are:

John K. M. Olsen	12700 Normandy Lane	Los Altos Hills, California
Robert B. Morrill	1145 Green Street	San Francisco, California
Joyce A. McClenning	18 So. Knoll Road	Mill Valley, California

(c) The number of directors of this corporation may be changed either by amendment of the articles of incorporation of this corporation or by amendment of the by-laws of this corporation.

FIFTH: The total number of shares which the corporation is authorized to issue is Twenty-five Thousand (25,000) shares. The aggregate par value of said shares is Twenty-five Thousand Dollars (\$25,000.00). The par value of each share is One Dollar (\$1.00). No distinction shall exist between the shares of the corporation or the holders thereof.

IN WITNESS WHEREOF, the undersigned and above-named incorporators and first directors of this corporation have executed these Articles of Incorporation this 12th day of May, 1967.

s/John K. M. Olsen

John K. M. Olsen

s/Robert B. Morrill

Robert B. Morrill

s/Joyce A. McClenning

Joyce A. McClenning

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On the 12th day of May, 1967, before me, a Notary Public for the State of California, with principal office in the City and County of San Francisco, personally appeared JOHN K. M. OLSEN, ROBERT B. MORRILL, and JOYCE A. McCLENNING, known to me to be the persons whose names are subscribed to and who executed the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first-above written.

Helen Ketterbaugh

HELEN KETTERBAUGH, Notary Public
State of California - Principal Office - San Francisco County
My Commission Expires Jan. 3, 1969
650 California St., San Francisco, Calif. 94108



HELEN KETTERBAUGH
NOTARY PUBLIC-CALIFORNIA
CITY AND COUNTY OF
SAN FRANCISCO

STATE OF CALIFORNIA



OFFICE OF THE
SECRETARY OF STATE

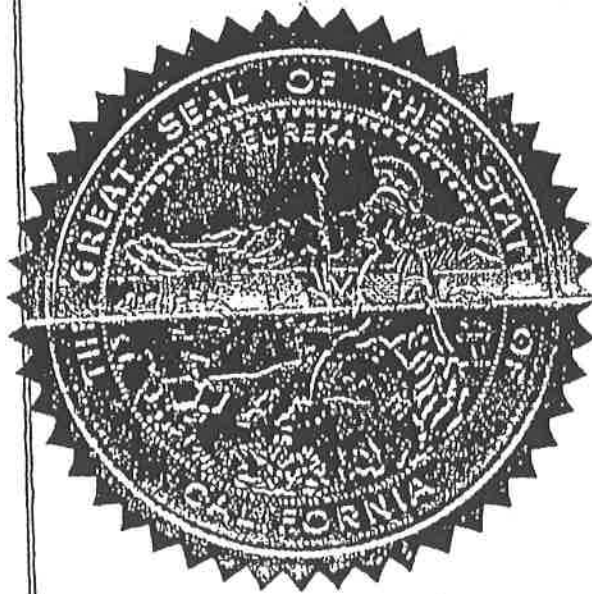
(PHOTOCOPY CERTIFICATION)

I, *EDMUND G. BROWN JR.*, Secretary of State of the State of California,
hereby certify:

That the photographic reproduction hereunto annexed was prepared by
and in this office from the record on file 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

AUG 31 1972



Edmund G. Brown Jr.
Secretary of State

FILED

FEB - 3 1975

THEO. A. KOHLER, JR.
County Clerk

By [Signature]
Name of Party to: Lake of the Pines Association

522902

FILED

In the office of the Secretary of State
of the State of California

AUG 8 1969

FRANK M. JORDAN Secretary of State

Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

WESTERN LAKE PROPERTIES ASSOCIATION.

187749

RICHARD H. SCHLECHTING and W. MALCOLM LAITINEN certify:

1. That they are the president and the secretary, respectively, of WESTERN LAKE PROPERTIES ASSOCIATION, a California non-profit corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Lake of the Pines, Nevada County, California, on July 12, 1969, the following resolutions were adopted:

"RESOLVED, that Article FIRST of the Articles of Incorporation of this corporation be amended to read as follows:

'The name of this corporation is LAKE OF THE PINES ASSOCIATION'.

3
RESOLVED, that Article FIFTH (a) of the Articles of Incorporation of this corporation be amended to read as follows:

'The number of directors of the corporation is five (5)'.

3. That the members have adopted said amendment by resolution at a meeting held at Lake of the Pines, Nevada County, California, on July 12, 1969; that the wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 1,174, and that the number of members constituting a quorum is 776.

[Signature]
Richard H. Schlechting, President

[Signature]
W. Malcolm Laitinen, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Lake of the Pines, Nevada County, California, on August 2, 1969.

Richard H. Schlechting
Richard H. Schlechting, President

W. Malcolm Laitinen
W. Malcolm Laitinen, Secretary

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

DEC 12 1975



March Fong Eu

Secretary of State

**ENDORSED
FILED**

DEC 23 1975

THEO. A. KOHLER, JR.
County Clerk

By BESSIE PASCOE
Deputy Clerk

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

LAKE OF THE PINES ASSOCIATION

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

DEC 12 1975

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS
Deputy

CORBETT WOLFE and DONALD ANDERSON certify:

1. That they are the president and the secretary, respectively, of LAKE OF THE PINES ASSOCIATION, a California non-profit corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at Lake of the Pines, Nevada County, California, on March 4, 1972, the following resolution was adopted:

"RESOLVED, that Article FIFTH (a) of the Articles of Incorporation of this corporation be amended to read as follows:
'The number of directors of the corporation is seven (7)'."

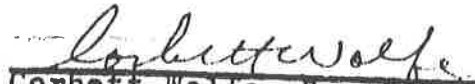
3. That the members have adopted said amendment by written consent. That the wording of the amended article, as set forth in the members' written consent, is the same as that set forth in the directors' resolution in Paragraph 2, above.

4. That the number of members represented by written consent is 1271. That the number of members qualified to vote is 1932. That the number of members constituting a quorum is 774.

Corbett Wolfe
Corbett Wolfe, President

Donald M. Anderson
Donald Anderson, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Lake of the Pines, Nevada County, California, on November 19, 1975.


Corbett Wolfe, President


Donald Anderson, Secretary