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ARTICLES OF INCORPORATION

OF

CARNELIAN WOODS

ARTICLE I

NAME

The name of the Corporation hereinafter called the "Association" is: CARNELIAN WOODS.

ARTICLE II

PRINCIPAL OFFICE

Chs. Board

The principal office for the transaction of the business of the Association is located in ~~Sacramento County,~~ *Carnelian Woods Lodge, Carnelian Bay,* State of California.

ARTICLE III

NON-PROFIT CORPORATION

This Association is organized pursuant to the General Nonprofit Corporation Law.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as that real property situate in the County of Placer, and described as follows:

All that portion of Section 15, Township 16 North, Range 17 East, M.D.B.&M., described as follows:

BEGINNING AT A POINT ON THE WEST LINE OF SAID SECTION 15, FROM WHICH POINT OF BEGINNING THE SOUTH-WEST CORNER OF SAID SECTION 15 BEARS SOUTH 00° 28'

51° WEST 100.00 FEET; THENCE ALONG THE WEST LINE OF SAID SECTION 15 NORTH 00° 28' 51" EAST 1485.0 FEET; THENCE SOUTH 88° 17' 30" EAST 998.15 FEET; THENCE NORTH 28° 26' 38" EAST 251.94 FEET; THENCE SOUTH 75° 30' 00" EAST 299.54 FEET; THENCE SOUTH 16° 33' 26" WEST 193.00 FEET; THENCE SOUTH 63° 05' 05" EAST 589.41 FEET; THENCE NORTH 04° 42' 20" WEST 243.82 FEET; THENCE NORTH 13° 54' 05" EAST 347.88 FEET; THENCE EAST 240.00 FEET TO A POINT ON THE WESTERLY BOUNDARY OF AGATE BAY VISTA, THE OFFICIAL PLAT OF WHICH IS RECORDED IN THE OFFICE OF THE RECORDER OF PLACER COUNTY IN BOOK H OF MAPS, MAP NO. 65; THENCE ALONG THE BOUNDARIES OF SAID AGATE BAY VISTA THE FOLLOWING TWO COURSES: (1) CURVING TO THE RIGHT ON AN ARC OF 600.00 FEET RADIUS, SAID ARC BEING SUBTENDED BY A CHORD BEARING SOUTH 04° 16' 41" WEST 100.00 FEET AND (2) SOUTH 09° 03' 30" WEST 170.00 FEET TO THE NORTHWESTERLY CORNER OF AGATE BAY VISTA UNIT NO. 3, THE OFFICIAL PLAT OF WHICH IS RECORDED IN THE OFFICE OF SAID RECORDER IN BOOK I OF MAPS, MAP NO. 55; THENCE ALONG THE BOUNDARIES OF SAID AGATE BAY VISTA UNIT NO. 3 THE FOLLOWING EIGHT COURSES: (1) SOUTH 09° 03' 30" WEST 178.73 feet, (2) CURVING TO THE LEFT ON AN ARC OF 915.00 FEET RADIUS, SAID ARC BEING SUBTENDED BY A CHORD BEARING SOUTH 07° 08' 00" EAST 510.30 FEET, (3) SOUTH 23° 19' 30" EAST 226.08 FEET, (4) CURVING TO THE LEFT ON AN ARC OF 630.00 FEET RADIUS, SAID ARC BEING SUBTENDED BY A CHORD BEARING SOUTH 25° 04' 20" EAST 38.42 FEET, (5) CURVING TO THE RIGHT ON AN ARC OF 20.00 FEET RADIUS, SAID ARC BEING SUBTENDED BY A CHORD BEARING SOUTH 15° 45' 10" WEST 27.06 FEET, (6) SOUTH 30° 56' 20" EAST 60.00 feet, (7) SOUTH 58° 19' 30" WEST 136.77 FEET AND (8) SOUTH 49° 19' 00" EAST 509.30 FEET; THENCE SOUTH 88° 42' 45" WEST 2591.51 FEET TO THE POINT OF BEGINNING; CONTAINING 74.6268 ACRES, MORE OR LESS.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have power to:

(a) perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" applicable to the property and recorded or to be recorded in the Office of the County Recorder, Sacramento County, State of California;

(b) fix, levy, collect and enforce payment by a lawful means, all charges or assessments pursuant to the

terms of the Declaration; 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;

(c) 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;

(d) borrow money, and only with the assent (by vote or written consent) of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all of 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 with the assent (by vote or written consent) of two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any merger, consolidation or such annexation shall have the assent (by vote or written consent) of two-thirds (2/3) of each class of member;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of California by law now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

CLASS A. Class A members shall be all owners with the exception of the Declarant, as defined in the By-Laws of the Corporation, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

CLASS B. The Class B members shall be the Declarant, as defined in the By-Laws of this Corporation, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

*No longer
applicable
as per
action 2*

Class A membership equal the total votes outstanding in the Class B membership; or
(b) three (3) years from the date of the issuance of the most recent Public Report for a phase of the over-all development; or
(c) on

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of (9) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Carroll E. Brock	7739 Bloom Way Citrus Heights, CA 95610
Benjamin W. Gottschalk	3804 Whitney Avenue Sacramento, CA 95821
John R. Lane	5804 Tremwell Court Citrus Heights, CA 95610
Kenyon B. Kirk	7037 El Cereno Circle Sacramento, CA 95831
Donald E. Harvey	7737 Farmgate Way Citrus Heights, CA 95610
Roy C. Livingston	4441 Livingston Way Sacramento, CA 95825
Emmott W. Sutcliffe, III	2641 Cottage Way, Suite 12 Sacramento, CA 95825
John A. Sommers	4145 Brookhill Drive Fair Oaks, CA
William H. Collard	913 - 8th Street Sacramento, CA 95814

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Association, the assets of

the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

75% VOTES
Amendment of these Articles shall require the assent (by vote or written consent) of members representing seventy-five percent (75%) or more of the voting power.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this ___ day of _____, 1971.

/s/ CARROLL E. BROCK
/s/ BENJAMIN W. GOTTSCHALK
/s/ JOHN R. LANE
/s/ KENYON B. AIRK
/s/ DONALD E. HARVEY
/s/ ROY C. LIVINGSTON
/s/ EMMOTT W. SUTCLIFFE, III
/s/ JOHN A. SOMMERS
/s/ WILLIAM H. COLLARD

STATE OF CALIFORNIA)
) ss.
COUNTY OF SACRAMENTO)

On _____, 1971, before me, the undersigned,
a Notary Public in and for said County and State, personally
appeared CARROLL E. BROCK, BENJAMIN W. GOTTSCHALK, JOHN R.
LANE, KENYON B. KIRK, DONALD E. HARVEY, ROY C. LIVINGSTON,
EMMOTT W. BUTCLIFFE, III, JOHN A. SOMMERS and WILLIAM H.
COLLARD, known to me to be the persons whose names are
subscribed to the foregoing ARTICLES OF INCORPORATION
of CARNELIAN WOODS, as incorporators, and who are also
named therein as Directors, and each duly acknowledged
to me that he executed the same.

Notary Public in and for
said County and State