

M-24 RANCH ASSOCIATION

ARTICLES OF INCORPORATION

Know all men by these presents...

that we, the undersigned, all of whom are citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a Non-profit Corporation under the laws of the State of California, and

we do hereby certify...

FIRST... that the name of said Corporation is M-24 RANCH ASSOCIATION,

SECOND... the specific and primary purpose for which said Corporation is formed is to receive and hold title to a portion of that real property in the County of Calaveras, State of California, commonly known as M-24 RANCH, and to develop, maintain and administer said real property including easements for private roadways, pedestrian and public utility purposes, as a recreational area for the mutual benefit of the Owners of the remainder of said M-24 RANCH. The entire tract of which this Corporation is intended to own a portion is known as tract 136 Calaveras County, and more particularly described in that certain judgment made by the Superior Court of the State of California for the County of Calaveras on June 17, 1964, and recorded in official records, Calaveras County, California, on June 17, 1964 in Book 182, Page 468.

THIRD... Memberships of the Corporation shall be restricted to persons who are Owners of not less than five (5) acres of land within said M-24 RANCH, and Memberships shall not be transferable separately from ownership of such a parcel of land.

FOURTH... This Corporation shall have power to do and perform any and all acts and things which may be either necessary or convenient to carrying out its purposes as are authorized under the general Non-profit Corporation Law of the State of California now in effect and by such other laws as may hereafter be applicable to Non-profit Corporations, provided, that said Corporation shall have the power through its Board of Directors to levy and collect such dues or assessments as the Board of Directors determine are necessary and reasonable to carry out its purposes and such dues and assessments shall become a lien upon the real property of the Members and may be collected by personal action against the Members, but shall not have priority to or affect the rights of the holder of any recorded First Deed of Trust upon any real property within the tract which has been made in good faith and for value.

FIFTH... said Corporation is organized pursuant to the general Nonprofit Corporation Law of the State of California, and does not contemplate the distribution of gains, profits or dividends, to the Members thereof, or any of them. In the event of dissolution of this Corporation, all of its assets remaining after the payment of its obligations and expenses shall be distributed to the County of Calaveras, State of California.

SIXTH... the principal office for the transaction of the business of the Corporation shall be located in the County of Calaveras, State of California.

SEVENTH... the number of Directors of said Corporation shall be five (5). The names and addresses of the persons who shall be Directors until the selection of their successors, are as follows:

Robert J. Andersen, 2063 Mountain Blvd., Oakland, Calif.

James M. Barrett, 2063 Mountain Blvd., Oakland, Calif.

James Fernhoff, 2063 Mountain Blvd., Oakland, Calif.

F. B. Fernhoff, 1405 Central Building, Oakland, Calif.

Cameron W. Wolfe, 1405 Central Building, Oakland, Calif.

The number of Directors of said Corporation may be changed from time to time by a Bylaw duly adopted by the Members.

EIGHTH... Land owned within the M-24 RANCH ASSOCIATION entitles an Owner to one vote regardless of additional acreage, parcels or Deeds of Ownership or number of dues paid. An Owner is defined as a person or persons who hold title to a parcel. The manner of exercising voting rights shall be set forth in the Bylaws and may be amended from time to time by the Members, subject to the qualifications set forth in this Article.

In witness whereof, we the undersigned, constituting the incorporators of this Corporation and the persons named hereinabove as its Directors have executed these Articles of Incorporation, this 30th day September, 1964.

Signed Robert J. Andersen
 James M. Barrett
 James Fernhoff
 F. B. Fernhoff
 Cameron W. Wolfe

State of California
County of Alameda

on this 30th day of September, 1964, before me, Louise A. Collett, personally appeared Robert J. Andersen, James M. Barrett, James Fernhoff, F. B. Fernhoff, and Cameron W. Wolfe, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same.

Signed... Louise A. Collett

Notary public in and for said County and State. My Commission expires October 13, 1967.

(Copy of M-24 Ranch Association Articles of Incorporation as last amended on 9/5/90)