



# State of California Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of this office.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 23 2010



*Debra Bowen*

DEBRA BOWEN  
Secretary of State

A0701751

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

**RESTATED ARTICLES OF INCORPORATION  
OF  
HIGH SIERRA PROPERTY OWNERS ASSOCIATION, INC.**

**FEB 18 2010**

Terry Kaiser and Kim Workman certify that:

- 1. They are the president and secretary, respectively, of HIGH SIERRA PROPERTY OWNERS ASSOCIATION, INC., a California nonprofit mutual benefit corporation.**
- 2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:**

**ARTICLES OF INCORPORATION  
OF  
HIGH SIERRA PROPERTY OWNERS ASSOCIATION, INC.**

**I.**

The name of this corporation is **HIGH SIERRA PROPERTY OWNERS ASSOCIATION, INC.**

**II.**

The 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, other than the credit union business, for which a corporation may be organized under such law. More specifically, the corporation owns, repairs, maintains, and manages Common Areas and Common Facilities, enforces rules and regulations adopted from time to time by the Board of Directors and discharges such other lawful duties and responsibilities required under the corporation's Bylaws and the Amended and Restated Declaration of Covenants, Conditions and Restrictions (the "Declaration"), recorded in the Office of the Madera County Recorder, California, with respect to the planned common interest development known of as High Sierra Meadows.

**III.**

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The corporation does not have a corporate office. The common interest development is located in the County of Madera as described on the High Sierra Meadows Subdivision Map, recorded at Book 15, Page 175 of Maps in the Madera County Recorder's Office. The front street is Minarets Road, the nearest cross street is Grizzly Road, and the nine-digit ZIP code is 93643-9704. There is no managing agent for the corporation at the time these Restated Articles of Incorporation are being filed.

IV.

This corporation is also intended to qualify as a Homeowner's Association under the applicable provisions of the Internal Revenue Code and of the California Revenue and Taxation Code. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance and care of the corporation's Property, and other than by a rebate of excess membership dues, fees or Assessments. In the event of the dissolution, liquidation or winding up of the corporation, upon or after termination of the aforementioned real estate project in accordance with provisions of the Declaration, the corporation's assets remaining after payment, or provision of payment, of all known debts and liabilities of the corporation shall be divided among and be distributed to the Members thereof in accordance with their respective rights therein.

V.

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 purposes of this Corporation.

VI.

The authorized number, and qualifications for membership in this corporation, the Property, voting and other rights and privileges of Members and their liability for dues and Assessments and the methods of collection thereof, shall be as provided for in the Declaration and the Bylaws of this corporation.

VII.

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under part 5 thereof.

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3. The foregoing amendment and restatement of the corporation's Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of Members. The required Member vote was the affirmative vote of Members constituting a majority of the required quorum of sixty (60) or more Members entitled to vote. (Corporations Code 7812(a) and Bylaws, Article X, §6.)

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 1-28-10 By:   
Terry Kaiser, President

Dated: \_\_\_\_\_ By: \_\_\_\_\_  
Kim Workman, Secretary

3. The foregoing amendment and restatement of the corporation's Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of Members. The required Member vote was the affirmative vote of Members constituting a majority of the required quorum of sixty (60) or more Members entitled to vote. (Corporations Code 7812(a) and Bylaws, Article X, §6.)

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: \_\_\_\_\_ By: \_\_\_\_\_  
Terry Kaiser, President

Dated: Oct 13, 2009 By: Kim Workman, Secretary  
Kim Workman, Secretary

