



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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

APR 15 1988



March Fong Eu

Secretary of State

MAR 25 1988

MARCH FONG EU, Secretary of State

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
WILLOWBROOK-SKYVIEW ROAD ASSOCIATION

ARTICLE

The name of this corporation (hereinafter called the "Association") is WILLOWBROOK-SKYVIEW ROAD ASSOCIATION.

ARTICLE II

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.

ARTICLE III

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific purpose of this public benefit corporation is to maintain, preserve, repair, improve and replace the road easements appurtenant to all that real property know hereinafter as "said subdivisions," located in the County of Mendocino, State of California, and described as follows:

- (1) Lots 1 through 5, inclusive, and Lots 25 through 71, inclusive, and all appurtenant easements thereto, of the Willowbrook Subdivision, as delineated on that certain subdivision map recorded in the office of the Mendocino County Recorder, Case 2, Drawer 16, Page 100, and;

- (2) Lots 1 through 71, inclusive, and all appurtenant easements thereto, of the Skyview Subdivision, as delineated on that certain subdivision map recorded in the office of the Mendocino County Recorder, Case 2, Drawer 15, Page 1.

Parcels created by lot-split or merger of parcels, any of which are defined as part of either of the said subdivisions, shall also be considered "parcels" within said subdivisions. Said subdivisions shall be the defined area managed by the Association, which shall be organized to promote the health, safety and welfare of the residents on, and owners of, parcels within said subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

ARTICLE IV

In furtherance of the purposes for which this Association is organized, this association shall have the power to:

(a) Fix, levy, collect and enforce payment by any lawful means (including by lien against parcels), all charges or assessments of members pursuant to its Bylaws; 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;

(b) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(c) Borrow money and incur indebtedness, and to pledge, mortgage, hypothecate and secure by deed of trust any or all of its real or personal property as security for its indebtedness, except that the Association shall not encumber any of its road or right-of-way easements in said subdivisions for any purpose.

(d) Transfer all of or any part of its road easements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the regular members. No such transfer shall be effective unless ratified and approved by a vote of two-thirds (2/3rds) of the regular members, agreeing to such sale or transfer;

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose, or annex additional residential property and road easements, provided that any such merger, consolidation or annexation shall have the written consent of two-thirds (2/3rds) of the class of regular members entitled to vote;

(f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California by law may now or hereafter have or exercise, and;

(g) 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 primary purposes of this corporation, or which would not be permitted to be carried on by any corporation exempt from income taxation under I.R.C. 501(c)(4), or under section 23701f of the California Revenue and Taxation Code.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is located in said subdivisions, including contract sellers, shall be a member in the Association, and shall be subject to its assessments and levies. 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 parcel which is subject to assessment by the Association. No owner of any parcel may become exempt from his or her share of assessments by waiving the use or enjoyment of the parcel or by abandoning the parcel.

ARTICLE VI
VOTING RIGHTS

There shall be two (2) classes of members in the Association, which shall be called "regular members" and "delinquent members".

A. "Regular members" are the record owners of parcels within said subdivisions who are current and paid up in all assessments, fees and levies of the Association, and they shall be voting members in all corporate matters in which such a vote is given to them under the Bylaws or by California law.

B. "Delinquent members" are the record owners of parcels within said subdivisions who have become delinquent in the payment of any assessments, fees or levies of the Association, and they shall have no voting rights in any corporate matter unless required by law.

Any delinquent member may become a regular member upon the payment of all Association assessments, fees or levies which are in fact overdue and delinquent, together with all interest, late charges and other costs of collection (including attorney's fees if incurred), which remain unpaid for that member's parcel. Except as to voting rights, the property rights and other rights interests, privileges and duties of each member, regular or delinquent, shall be equal.

The record owners of each parcel within said subdivisions holding regular membership shall be entitled to cast one (1) vote for each parcel owned in voting on any matter before the voting membership. When more than one person holds a record interest in any parcel, all such persons shall be members, but the vote for such parcel shall be exercised as they among themselves determine. In no event shall more than one (1) vote be cast on any single matter with respect to any single parcel.

ARTICLE VII
BOARD OF DIRECTORS

The powers of this Association shall be vested in, its property managed by and its affairs conducted by a Board of Directors who shall be regular members of the Association. The number of members of the Board of Directors shall be not less than five (5) nor more than eleven (11) persons, and the precise number of Directors shall be determined and fixed as specified in the Bylaws.

The Directors shall serve without compensation and no Director shall receive any pecuniary benefit from the Association other than reimbursement for his actual expenses incurred in connection with the business of the Association.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to an action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Other duties and powers of the Board of Directors shall be as specified in the Bylaws of this corporation.

ARTICLE VIII

DISSOLUTION

This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to health, safety and welfare purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event that such distribution is refused acceptance such assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for health, safety and welfare purposes and which has established, and maintains, its tax exempt status under Section 501(c)(4) of the Internal Revenue Code and Section 23701f of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

ARTICLE IX

AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation shall require the affirmative assent (by vote or written consent) of members representing seventy-five (75%) percent or more of the voting power of the class of regular members entitled to vote.

We, the below-signed officers of WILLOWBROOK-SKYVIEW ROAD ASSOCIATION, hereby certify by our signatures below that the foregoing are the Restated and Amended Articles of Incorporation of said corporation, adopted by the required vote of the Board of Directors of said corporation on September 28, 1985, and adopted by the required vote of the voting membership on May 27, 1986.

We hereby declare the above to be true and correct, on penalty of perjury. Executed on this March 16, 1988, at Willits, California.

Serald W. Rich
PRESIDENT

Margo M. Bailey
SECRETARY