

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of ROCKY RIDGE PROPERTIES OWNERS ASSOCIATION, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of the Association, which were filed on November 1, 1993, shall be amended and restated to read as fully set forth, attached hereto, and incorporated herein.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

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.

DATE: _____

[NAME OF], President

[NAME OF], Secretary

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

ROCKY RIDGE PROPERTIES OWNERS ASSOCIATION

ARTICLE 1

NAME

The name of the corporation is ROCKY RIDGE PROPERTIES OWNERS ASSOCIATION (hereinafter called the "Association").

ARTICLE 2

ORGANIZATION PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Association is to engage in any lawful act or activity for which a corporation may be organized under such law. 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, protection, preservation, and architectural control of the residence Lots and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain tract of property located in the County of Placer, State of California, described in Exhibit A of the Conditions, Covenants and Restrictions of the Association recorded in Placer County, to provide for the management, administration, and operation of the herein described property comprising the Rocky Ridge Properties Owners Development and the business and affairs of the Association, and to promote the health, safety, welfare, and interests of all owners of property and residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and to take such action as in the judgment of the Board of Directors shall be necessary or proper or incidental to the foregoing purposes of the Association.

ARTICLE 3

STATEMENT REQUIRED BY CIVIL CODE SECTION 1363.5

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

The business address of the Association is P.O. Box 432, Tahoe City, California 96145-0000. The Business office is located at 1877 North Lake Boulevard, Tahoe City, California 96145.

The managing agent of the Association is Bill Bauder of 1877 North Lake Boulevard, Tahoe City, California 96145.

ARTICLE 4

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the real property described in Article 2 hereof, 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 5

VOTING RIGHTS

The Association shall have one (1) class of voting membership, comprised of all Members, whose voting rights shall be as set forth in both the Declaration and the Bylaws of the Association.

ARTICLE 6

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members in good standing of the Association. The number of Directors, their qualifications, and the manner of their selection shall be as set forth in the Bylaws of the Association.

ARTICLE 7

DISSOLUTION

This Association is intended to qualify as a Homeowners Association under the applicable provisions of Section 528 of the United States *Internal Revenue Code* ("IRC") and of Section 23701t of the *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be amended from time to time. No part of the net earnings of this Association shall inure to the benefit of any private individual, except as expressly provided in IRC Section 528 and R&TC Section 23701t with respect to the acquisition, construction, or provision for management, maintenance, and care of the Association property, and other than by rebate of excess membership dues, fees, or assessments. So long as there is any lot or parcel for which the Association is obligated to provide management, maintenance, preservation, or control, the Association shall not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the Members. In the event of the dissolution, liquidation, or winding-up of the Association, upon or after termination of the Development, in accordance with provisions of the Declaration, the Association's assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be divided among and distributed to its Members in accordance with their respective rights therein.

ARTICLE 8

AMENDMENTS

Any amendments to these Amended Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote or written consent of Members representing at least a majority of the total voting power of the Association.