

State
of
California
OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the 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

JUN 5 1985



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
WILD HORSE MESA CORPORATION

FILED
In the office of the Secretary of State
of the State of California
JUL 31 1969
STATE OF CALIFORNIA, Secretary of State
[Signature]
Secretary

ONE: The name of this corporation shall be WILD HORSE MESA CORPORATION.

TWO: The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to own, operate, manage, improve, and maintain certain areas situated within the following real property located in the County of Tehama, State of California:

All the property delineated and described on that certain Map entitled "Tract 1001, Wild Horse Mesa Subdivision," filed in the Office of the County Recorder of the County of Tehama, State of California, on July 29, 1969, in Book "P" of Maps, Pages 118 to 126, inclusive.

(b) The general purposes and powers are:

(1) To exercise all of the powers and privileges and perform all of the duties and obligations of the corporation as set forth in the Declaration of Restrictions, Covenants, and Control applicable to such real property, recorded or to be recorded in the office of the Tehama County Recorder, as the same may be amended from time to time as therein provided, such Restrictions by this reference being incorporated in and made a part hereof:

(2) To fix, levy, collect, and enforce payment by any lawful means of all charges or assessments affecting such real property pursuant to the terms of the Restrictions:

(3) To acquire by gift, purchase or otherwise, own, hold, improve, enjoy, lease, operate, maintain and convey, sell, lease, transfer, mortgage or otherwise encumber, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(4) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) To have and exercise any and all powers, rights, and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of California may now or hereafter have or exercise; and

(6) To act in the capacity of principal, agent, joint venturer, or partner, or otherwise.

The foregoing statement of purpose shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

THREE: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

Restriction of right
to amend article
Yes No

FOUR: The County in this State where the principal office for the transaction of the business of this corporation is located in Tehama County.


FIVE: The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

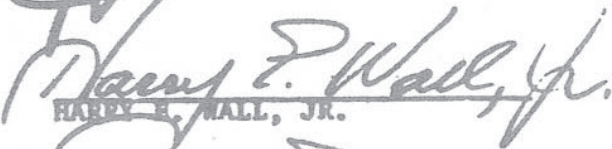
RAY D. HENDERSON	Post Office Box 158 Shingle Springs, California 95682
HARRY E. WALL, JR.	5758 Hoffman Lane Fair Oaks, California 95628
WILLIAM F. PYLE	3212 Northwood Road Sacramento, California 95825
ARDEAN M. BARRY	5260 Tangerine Avenue Sacramento, California 95823
ROWLAND F. SWEET	7327 Sovereign Court Citrus Heights, California 95610


SIX: The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.


SEVEN: This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets on 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.


IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation on July 28, 1969.


RAY D. HENDERSON


HARRY E. WALL, JR.


WILLIAM F. PYLE


ARDEAN M. BARRY

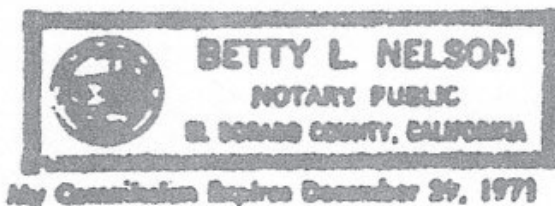

ROWLAND F. SWEET

ab
7/15/69

STATE OF CALIFORNIA
COUNTY OF EL DORADO

On July 28, 1969, before me, Betty L. Nelson, a Notary Public in and for the County of El Dorado, residing therein, duly commissioned and sworn, personally appeared RAY D. HENDERSON, HARRY E. WALL, JR., WILLIAM F. PYLE, ARDEAN M. BARRY, and ROWLAND F. SWEET, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Betty L. Nelson
Notary Public

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

MAY 22 1985

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Jeff Dennis and Portia Theriault certify that:

1. They are the President and Secretary, respectively, of WILD HORSE MESA CORPORATION, a California non-profit corporation.

2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:

"The name of this corporation shall be R-WILD HORSE RANCH OWNERS' ASSOCIATION."

3. Article Two of the Articles of Incorporation of this corporation is amended to read as follows:

"This corporation is a non-profit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for management, maintenance, preservation and control of that certain real property situated in the County of Tehama, State of California and more specifically designated as:

All the property delineated and described on that certain map entitled "Tract 1001, Wild Horse Mesa Subdivision," filed in the Office of the County Recorder of the County of Tehama, State of

California, on July 29, 1969, in Book "P" of Maps, pages 118-126, inclusive.

The general purposes and powers are to provide for the health, safety and welfare of the owners within the above-described property and additions thereto as may hereafter be brought within the jurisdiction of this corporation, and to exercise all of the powers and rights and to discharge all of the duties of the corporation as set forth in the R-WILD HORSE RANCH OWNERS' ASSOCIATION By-Laws and in that certain Declaration of Covenants, Conditions and Restrictions of R-WILD HORSE RANCH applicable to the project and recorded or to be recorded in the Office of Tehama County Recorder, said By-Laws and Declaration being incorporated as if fully set forth herein."

3. Article Three of the Articles of Incorporation of this corporation is amended to read as follows:

"This corporation elects to be governed by all of the provisions of the Non-Profit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof."

4. Article Six of the Articles of Incorporation of this corporation is amended to read as follows:

"The authorized number and qualifications of members of the corporation, different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws and Declaration."

5. Article Seven of the Articles of Incorporation of this corporation is amended to read as follows:

"This corporation is intended to qualify as a homeowners association under the applicable provisions of the United States Internal Revenue Code, Section 528, and of the Revenue and Taxation Code of the State of California, Section 23701t, as they may be amended from time to time. This corporation is organized solely for non-profit purposes. No part of the net earnings of the corporation shall inure (other than by providing management, maintenance and care of the corporation's property or by a rebate of excess membership dues, fees and assessments) to the benefit of any private member or individual."

6. Article Eight is added to the Articles of Incorporation of this corporation and stated to read as follows:

"These Articles of Incorporation may be amended only by the vote or written assent of the Board and members as follows:

A. Amendments shall require the vote or written assent of a bare majority of the governing body, and the vote or written assent of a bare majority of the voting power of the Association, and a bare majority of the votes of members other than the subdivider.

B. Notwithstanding the above provisions, the percentage of voting power required to amend a specific clause in these Articles shall not be less than the


prescribed percentage of votes necessary to take action under that clause or under the law."

7. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

8. The corporation has no 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: 5-20-85



JEFF DENNIS, President



PORTIA THERIAULT, Secretary