

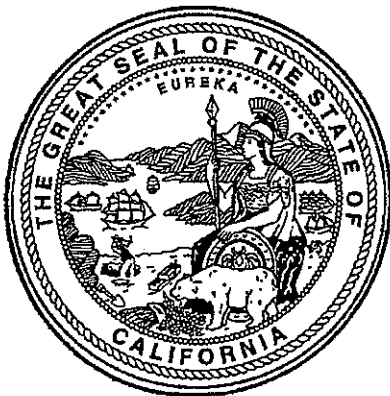
2928334

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

SEP 26 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

2928334

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

ARTICLES OF INCORPORATION

OF

SEP 20 2006

MT. JUDAH CONDOMINIUM OWNERS ASSOCIATION

**ARTICLE I
NAME**

The name of this corporation is Mt. Judah Condominium Owners Association (the "Corporation").

**ARTICLE II
NONPROFIT MUTUAL BENEFIT CORPORATION**

This Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

**ARTICLE III
DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT**

This Corporation is an association formed to manage a common interest development pursuant to the Davis-Stirling Common Interest Development Act (California Civil Code Section 1350, et seq.).

**ARTICLE IV
SPECIFIC PURPOSE OF CORPORATION**

The specific purpose of this Corporation is to further and promote the interests and welfare of owners of condominium and fractional ownership interests in the development which is known as Mt. Judah Condominium Project (hereinafter, the "Project") which is located in the County of Placer, State of California.

**ARTICLE V
MEMBERSHIP**

This Corporation shall have no capital stock and shares therein shall not be issued. This Corporation shall have two classes of Members, the qualifications for each of which shall be those prescribed in the Corporation's Bylaws. The interest of each Member may be evidenced by a certificate or other written documentation issued by this Corporation under terms to be fixed by its Bylaws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges or liabilities of membership.

**ARTICLE VI
CORPORATION QUALIFICATION**

This Corporation is intended to qualify as a homeowners' association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. Furthermore, this Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Corporation be distributed to, or inure to the benefit of, any Member, director or officer of this Corporation or other private individual either directly, or indirectly, except upon winding up and dissolution. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets may be distributed to the Members as provided in the Declaration or by law. Pursuant to Corporations Code Section 8724, without the approval of 100% of the Members, so long as there is any common area for which this Corporation is obligated to provide management, maintenance, preservation or control:

- (a) This Corporation or any person acting on its behalf shall not:
 - (1) Transfer all or substantially all of its assets; or
 - (2) File a certificate of dissolution; and.
- (b) No court shall enter an order declaring this Corporation duly wound up and dissolved.

**ARTICLE VII
INITIAL AGENT**

The name of this Corporation's initial agent for service of process is Robert H. Kautz whose address is 629 Sugar Bowl Road, Norden, California 95724.

**ARTICLE VIII
CORPORATE OFFICE AND MANAGING AGENT**

The initial managing agent is the Sugar Bowl Corporation. The initial managing agent is not certified pursuant to Section 11502 of the Business and Professions Code. The address of the managing agent is 629 Sugar Bowl Road, Norden, California 95724. The business and corporate office of the Corporation will be in care of the managing agent.

**ARTICLE IX
LOCATION**

The Project is located at Sugar Bowl Road and Old Highway 40, County of Placer, State of California. The nine digit zip code for the Project is 95724-0005.

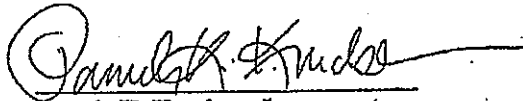
**ARTICLE X
AMENDMENT**

Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the State of California, an amendment to these Articles may be adopted by complying with the provisions of this paragraph. So long as there are two classes of membership, any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors, (2) Mt. Lincoln, LLC., a California limited liability company (or its successors or assigns) (the "Declarant"), and (3) a majority of the Members at a meeting at which a quorum is present, but in no event less than fifty percent (50%) of the voting power held by Members of this Corporation other than Declarant. At such time as two classes of membership no longer exist, any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors and (2) a majority of the Members at a meeting at which a quorum is present, but in no event less than fifty percent (50%) of the voting power of this Corporation, and (3) a majority of the Members at a meeting at which a quorum is present, but in no event less than fifty percent (50%) of the voting power held by Members other than Declarant.

**ARTICLE XI
LIMITATION OF POWERS**

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 purpose of this Corporation.

Date: September 19, 2006


Pamela K. Knudsen, Incorporator

