

2892414

State of California
Secretary of State



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

That the attached transcript of ²_____ 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

AUG 1 4 2006

BRUCE McPHERSON
Secretary of State

2892414

ENDORSED - FILEDin the office of the Secretary of State
of the State of California

**ARTICLES OF INCORPORATION
OF
PONDEROSA MEADOWS HOMEOWNERS ASSOCIATION**

AUG 14 2006

**ARTICLE I
NAME**

The name of the corporation (hereinafter referred to as the "Corporation" or the "Association") is PONDEROSA MEADOWS HOMEOWNERS ASSOCIATION. The corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

**ARTICLE II
AGENT FOR SERVICE OF PROCESS**

The name of the corporation's initial agent for service of process is J. Carter Witt III. The address of the initial agent 1401 Willow Pass Road, Suite 1020, Concord, California 94520-7982.

**ARTICLE III
BUSINESS OFFICE AND MANAGING AGENT**

The location of the business office of the corporation is: 1401 Willow Pass Road, Suite 1020, Concord, CA 94520-7982. The location is not on-site. The Common Interest Development is situated in the City of Truckee, Nevada County, California, fronting on Brockway Road, with the nearest cross street being Martis Valley Road. The nine digit Zip Code of the Common Interest Development is 96161-2107. The corporation has not yet appointed a managing agent.

**ARTICLE IV
PURPOSES OF THE ASSOCIATION**

This 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 credit union business, 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 purpose of the corporation is to provide for management, administration, maintenance, preservation and architectural control of the residential Lots and Common Area within the Common Interest Development known as the Greens at Ponderosa Village situated in the City of Truckee County of Nevada California, and to promote the health, safety and welfare of all the residents within the property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to Declaration of Covenants, Conditions and Restrictions for the Greens at Ponderosa Village, hereinafter called the "Declaration", recorded or to be recorded with respect to the Greens at Ponderosa Village in the Office of the Recorder of Nevada County.

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.

8/8/2006


**ARTICLE V
DISSOLUTION**

This Association 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. No part of the net earnings of this organization 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 Association property, and other than by a 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 project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be divided among and distributed to the Members in accordance with their respective rights therein.

**ARTICLE VI
AMENDMENTS**

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) of Members representing a majority of the voting power of the Association and a majority of the votes of Members other than Declarant, or where the two (2) class voting structure is still in effect (as provided in the Bylaws), a majority of each class of membership. However, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

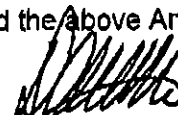
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 15th day of August, 2006.



DAVID M. VAN ARMAN

INCORPORATOR

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.



DAVID M. VAN ARMAN

