

State of California



SECRETARY OF STATE

I, *BILL JONES*, 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

FEB - 9 2000



Secretary of State

JAN 20 2000

BILL JONES, Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
PINON PINES ESTATES LOT OWNERS CORPORATION

Rion Mielke and Jean Benda certify that:

1. They are the president and secretary, respectively, of PINON PINES ESTATES LOT OWNERS CORPORATION, a California nonprofit mutual benefit corporation.

2. The amendment set forth in paragraph 3 below has been duly approved by the Board of Directors and by the required vote of the members. The required member vote was a majority of the voting power.

3. The Articles of Incorporation of this corporation are amended in full to read as follows:

RESTATED ARTICLES OF INCORPORATION
OF
PINON PINES ESTATES LOT OWNERS CORPORATION

I

The name of this corporation is PINON PINES ESTATES LOT OWNERS CORPORATION.

II

The 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 for which a corporation may be organized under such law.

More specifically, the corporation owns, repairs, maintains and manages common areas, enforces rules and regulations adopted from time to time by the Board of Directors and discharges such other lawful duties and responsibilities required pursuant to the corporation's bylaws and the Second Amended Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded in the Office of the Recorder of Kern County, State of California, with respect to the planned development known as Pinon Pines Estates.

III

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The business or corporate office of the association is located at 1001 Coldwater Drive, Frazier Park, California 93225.

IV

This corporation is intended to qualify as a Homeowner's 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 corporation 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 corporation's property, and other than by a rebate of excess membership dues, fees or assessments. In the event of the dissolution, liquidation or winding up of the corporation, upon or after termination of the aforementioned real estate project in accordance with provisions of the Declaration, the corporation's assets remaining after payment, or provision of payment, of all known debts and liabilities of the corporation shall be divided among and be distributed to the members thereof in accordance with their respective rights therein.

V

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 purposes of this corporation.

VI

The qualifications for membership in this corporation, the different classes of membership, the property, voting and other rights and privileges of members and their liability for dues and assessments and the methods of collection thereof, shall be as provided for in the Declaration and the Bylaws of this corporation.

VII

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.

VIII

These Articles of Incorporation may be amended from time to time by the affirmative vote of the Board of Directors and not less than two-thirds (2/3) of the voting power of the members of the Association.

Rion Mielke
Rion Mielke
President

Jean Benda
Jean Benda
Secretary

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.

Dated: January 5, 2000.

Rion Mielke
Rion Mielke
President

Jean Benda
Jean Benda
Secretary

