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Secretary of State
State of California

MAR 06 2013

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BIG TREES VILLAGE PROPERTY OWNERS ASSOCIATION

The undersigned hereby certify that:

1. They are duly elected and acting as President and Secretary, respectively, of Big Trees Village Property Owners Association, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I
NAME

The name of the corporation is Big Trees Village Property Owners Association.

ARTICLE II
ORGANIZATION AND PURPOSE

A. **Organization.** This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. This corporation elects to be governed by all of the provisions of the Nonprofit Mutual Benefit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

B. **General Purpose.** The purpose of this corporation is to engage in any lawful act or activity, other than a credit union business, for which a corporation may be organized under such law.

C. **Specific Purposes.** The specific purpose of this corporation is to:

1. Act as the voluntary property owners association for the real estate subdivisions known as Big Trees Villages Units 1 through 9, 11A, 11B, 11C, 11D, 12A, 12B, 12C and Pomo Circle, Located in Calaveras County, California ("**Development**"), and to manage, operate, and maintain the property owned by the corporation which is used for recreational purposes by the members of the corporation. This corporation is not a common interest development and is not subject to the *Davis-Stirling Common Interest Development Act*.

2. Provide for the acquisition, construction, management, maintenance, and care of "association property", as that term is defined in *Section 528* of the *United States Internal Revenue Code* and *Section 23701t* of the *California Revenue and Taxation Code*.



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

APR 22 2013

Date: _____ ED

Debra Bowen
DEBRA BOWEN, Secretary of State

ARTICLE III
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 purposes of this corporation.

ARTICLE IV
CORPORATE OFFICE

The address of the business or corporate office of this association is:

Post Office Box 4276
Camp Connell, CA 95223-4276

ARTICLE V
MEMBERSHIP

The corporation has a single class of membership and each member has a single membership. Each member is entitled to one vote for each membership. There are no fractional memberships but a single membership may be owned by more than one person in undivided interest. Membership is limited to the owners of lots within the subdivisions described in Article II, Section C.1, who elect to become members and who pay the assessments levied by the corporation in the manner provided by the bylaws of the corporation. A membership is not transferable except to the transferee of the lot to which it is appurtenant and a transfer of a lot to which a membership is appurtenant will constitute a transfer of the membership to the transferee of the lot. Other rights and privileges of members and the liability of members for assessments and the method of the levy of assessments and the collection of assessments shall be in the manner provided by the bylaws of the corporation.

ARTICLE VI

Any amendment of these Articles shall require: (i) the vote or written consent of a majority of the Board of Directors; and (ii) the approval of the members as provided by *California Corporations Codes Section 5034*.

ARTICLE VII
INUREMENT OF EARNINGS

In order to ensure that the corporation qualifies to: (i) elect to be an organization exempt from federal income taxes under *Section 528* of the *United States Internal Revenue Code*; and

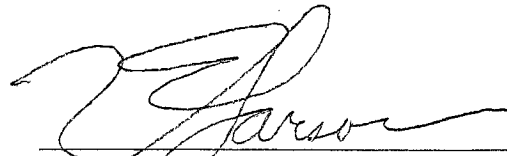
(ii) obtain a determination from the *California Franchise Tax Board* exempting the corporation from taxes imposed under the *California Bank and Corporation Tax Law*, under *Section 23701t* of the *California Revenue and Taxation Code*, no part of the net earnings of the corporation shall inure to the benefit of any member or other private individual, other than by: (a) acquiring, constructing, or providing management, maintenance, and care of "association property" as defined in either of such provisions of law; or (b) by a rebate of excess membership dues, fees, or assessments.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

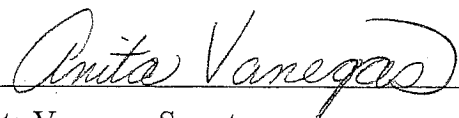
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

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: February 9, 2013



Nancy Larson, President



Anita Vanegas, Secretary