



State
of
California
SECRETARY OF STATE



PARK RIVER OAK ESTATES HOMEOWNERS ASSOCIATION

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript was prepared by and in
this office from the record on file, of which it purports to
be a copy. and that it is full, true and correct.

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FILED
Office of the Secretary of State
of the State of California

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ARTICLES OF INCORPORATION OF
PARK RIVER OAK ESTATES HOMEOWNERS ASSOCIATION

ARTICLE I.

The name of this corporation is PARK RIVER OAK ESTATES HOMEOWNERS ASSOCIATION.

ARTICLE II.

This corporation is a non profit 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 repairs, maintains and manages commons 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 Declaration of Covenants, Conditions, and Restrictions (the "Declaration") recorded in the Office of the Recorder of Sacramento County, State of California.

ARTICLE III.

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.

ARTICLE IV.

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 V.

The qualifications for membership in this corporation, the different classes of membership, the property, voting and other rights and privileges of member 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.

ARTICLE VI.


The corporation's initial agent for service of process in the State of California is Mark T. Davis whose business address is 2707 K Street, Suite One, Sacramento, CA 95816.

ARTICLE VII.

The classes of membership and the voting rights of members shall be as stated in the Declaration. So long as a two class voting system is in effect, any amendment of these Articles shall require the vote or written consent of (1) a bear majority of the Board of Directors of the Association and (2) members representing 51% of the voting power of each class of Members. After the conversion of the Class B Membership to Class A Membership, these Articles may be amended by the vote or written consent of (1) a bear majority of the Board of Directors of the Association, (2) a bear majority of the voting power of the Members, and (3) a bear majority of the voting power of the Members other than the developer of the Project.

The undersigned whose is the Incorporator of this corporation, has executed these Articles on 7/26/95, 1995.

DATED: July 26, 1995



MARK T. DAVIS, Incorporator

I hereby declare that I am the person who executed the foregoing articles of incorporation as my act and deed.

Dated: July 26, 1995



MARK T. DAVIS