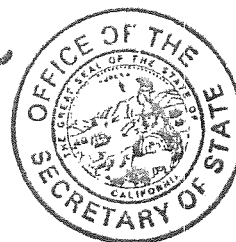
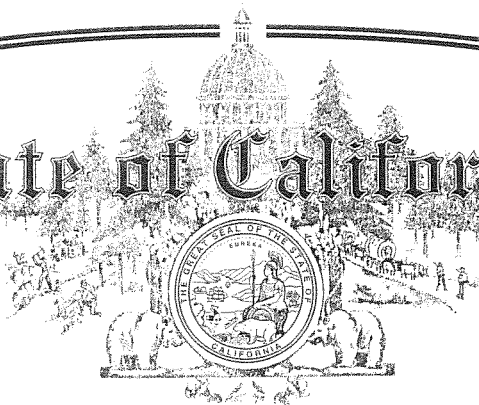


State of California



SECRETARY OF STATE

I, *Kevin Shelley*, 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 27 2003



Kevin Shelley

Secretary of State

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

**RESTATED
ARTICLES OF INCORPORATION
OF
THE MEADOWS ASSOCIATION**

AUG 22 2003

KEVIN SHELLEY
Secretary of State

Bryce Keller and Debra Lee Griffiths certify that:

1. They are the president and secretary, respectively, of the Meadows Association, a California nonprofit mutual benefit corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

**ARTICLES OF INCORPORATION
OF
THE MEADOWS ASSOCIATION**

I

The name of this corporation is The Meadows Association.

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, other than credit union business, 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 First Restated Declaration of Covenants, Conditions and Restrictions (the "Declaration"), recorded in the Office of the Nevada County Recorder, California, with respect to the Meadows planned development.

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.

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.

V

The authorized number, and qualifications for membership in this corporation, 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.

VI

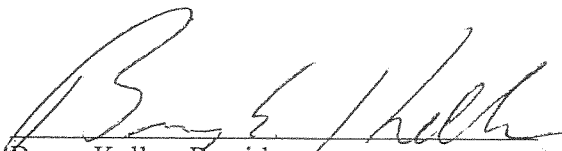
These Articles of Incorporation may be amended from time to time by the affirmative vote of a majority of the voting power of the members of the Association.

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 members. The required member vote was a majority of the voting power.

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: 8/12/03, 2003.


Bryce Keller, President


Debra Lee Giffiths, Secretary

