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ARTICLES OF INCORPORATION

OF

THE RESIDENCE CLUB AT NAKOMA

FILED
Secretary of State
State of California
MAY 16 2014
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ARTICLE I.
NAME

The name of this corporation is The Residence Club at Nakoma (the "Corporation").

ARTICLE II.
NONPROFIT MUTUAL BENEFIT CORPORATION

The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of the 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.

ARTICLE III.
SPECIFIC PURPOSE OF CORPORATION

The specific purpose of the Corporation is to further and promote the interests and welfare of owners of Memberships in the Corporation (hereinafter, the "Project") which owns residential accommodations located in the County of Plumas, State of California.

ARTICLE IV.
MEMBERSHIP

The Corporation shall have no capital stock and shares therein shall not be issued. The Corporation shall have three (3) classes of Members, the qualifications for each of which shall be those prescribed in the Corporation's Bylaws. The interest of each Member may be evidenced by a certificate or other written documentation issued by the Corporation under terms to be fixed by its Bylaws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges or liabilities of membership.

ARTICLE V.
POWERS

The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of the Corporation be distributed to, or inure to the benefit of, any Member, Director or Officer of the Corporation or other private individual, either directly or indirectly, except upon winding up and dissolution. Upon the winding up and dissolution of the Corporation, the remaining assets may be distributed to the Members of the Corporation in accordance with such Member's relative interests in the real property owned by the Corporation as provided in that certain Declaration of Covenants, Conditions and Restrictions (The Residence Club At Nakoma) ("Declaration"). Notwithstanding the foregoing, pursuant to Corporations

Code Section 8724, without the approval of 100% of the Members, so long as there is any common area for which the Corporation is obligated to provide management, maintenance, preservation or control:

(a) The Corporation or any person acting on its behalf shall not:

(1) Transfer all or substantially all of its assets; or

(2) File a certificate of dissolution; and

(b) No court shall enter an order declaring the Corporation duly wound up and dissolved.

ARTICLE VI.
INITIAL AGENT

The name and address of the Corporation's initial agent for service of process is J. Stephen Schoff, 421 Wilhaggin Drive, Sacramento, CA 95864.

ARTICLE VII.
LOCATION AND MAILING ADRESS

The initial mailing and street address of the Corporation is 348 Bear Run, Clio, California 96106, County of Plumas, California.

ARTICLE VIII.
AMENDMENT

Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the State of California, an amendment to these Articles may be adopted by complying with the provisions of this paragraph. So long as there is a Class A membership and a Class B membership, any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors, (2) the Declarant (as defined in the Declaration), and (3) Members holding fifty-one percent (51%) of the votes held by Members of the Corporation other than Declarant. At such time as the Class A membership and the Class B membership have merged pursuant to the provisions of the Declaration and Bylaws of the Corporation, any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors and (2) Members holding fifty-one percent (51%) of the votes in the Corporation including Members holding fifty-one percent (51%) of the votes held by Members other than Declarant.

ARTICLE IX.
LIMITATION OF POWERS

Notwithstanding any of the above statements of purposes and powers, the 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 the Corporation.

Dated: MAY 14, 2014

Ryan Schoff, Incorporator

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

Ryan Schoff

I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 19 2014

Date:

Debra Bowen

DEBRA BOWEN, Secretary of State