

ARTICLES OF INCORPORATION
OF
WILLOWBROOK-SKYVIEW ROAD ASSOCIATION

FILED
In the office of the Secretary of State
of the State of California
JUL 31 1975
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

ARTICLE I

The name of the corporation (hereinafter called the "Association") is WILLOWBROOK-SKYVIEW ROAD ASSOCIATION.

ARTICLE II

The principal office for the transaction of the business of the Association is located in Mendocino County, State of California.

ARTICLE III

This Association is organized pursuant to the General Non-profit Corporation Law of the State of California.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which it is formed are to provide for maintenance, preservation, repair, improvement and replacement of the Road Easements appurtenant to all that real property known hereinafter as "said subdivisions", located in the County of Mendocino, State of California and described as follows:

a) Willowbrook Subdivision: All those parcels and easements as delineated on that certain subdivision map recorded in the office of the Mendocino County Recorder, Case 2, Drawer 16, Page 100.

b) Skyview Subdivision: All those parcels and easements as delineated on that certain subdivision map recorded in the Office of the Mendocino County Recorder, Case 2, Drawer 15, Page 1.

and to promote the health, safety and welfare of the residents within the above described subdivisions and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have the power to:

a) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to its bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

b) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;

c) Borrow money, and only with the assent (by vote or written consent) of two-thirds (2/3rds) of the class of members mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

d) Transfer all of or any part of the Road Easements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of the class of members, agreeing to such sale or transfer;

e) Participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Road Easements, provided that any merger, consolidation or such annexation shall have the assent of vote by two-thirds (2/3rds) of the class of members or by the written consent of all of the members;

f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of California by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is located in said subdivisions, including contract sellers, shall be eligible for membership in the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any parcel which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership:

Class A. Class A members shall be all Owners and shall be entitled to one vote for each parcel owned. When more than one person holds an interest in any parcel, all such persons shall be members. The vote for such parcel shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any parcel.

ARTICLE VII

BOARD OF DIRECTORS

Powers of this Association shall be vested in, its property managed by and its affairs conducted by a Board of five (5) Directors, who need not be members of the Association. The names and addresses of the persons who are to act in this capacity until the selection of their successors are:

<u>Name</u>	<u>Address</u>
DEBORAH S. GREIG	P. O. Box 505 Willits, California
CARL SORENSEN	P. O. Box 642 Willits, California
DONALD J. RISCH	P. O. Box 1048 Willits, California
DOROTHY S. ROCCO	P. O. Box 885 Willits, California
JOHN S. SCHMIDT	P. O. Box 885 Willits, California

Said Directors shall serve without compensation and no Director shall receive any pecuniary benefit from the Association other than reimbursement for his actual expenses incurred in connection with the business of the Association.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VII

DISSOLUTION

Upon dissolution of the Association, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment to these Articles shall require the assent (by

vote or written consent) of members representing seventy-five percent (75%) or more of the voting power of the class of members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 4 day of June, 1975.

Deborah S. Greig
DEBORAH S. GREIG

Carl Sorensen
CARL SORENSEN

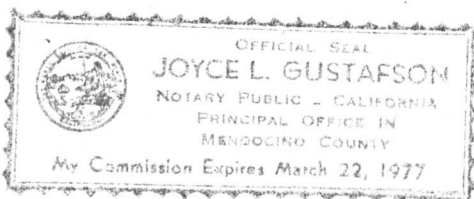
Donald J. Risch
DONALD J. RISCH

Dorothy S. Rocco
DOROTHY S. ROCCO

John S. Schmidt
JOHN S. SCHMIDT

STATE OF CALIFORNIA) SS
COUNTY OF MENDOCINO)

On this 4th day of June, 1975, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared Deborah S. Greig, Carl Sorensen, Donald J. Risch, Dorothy S. Rocco, John S. Schmidt known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed the same.



Joyce L. Gustafson
Joyce L. Gustafson
Notary Public, State of California