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FILED 30
In the Office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
WHITNEY OAKS COMMUNITY ASSOCIATION

MAR 26 1997
Bill Jones
BILL JONES, Secretary of State

I

The name of this corporation is WHITNEY OAKS COMMUNITY ASSOCIATION.

II

This 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 for which a corporation may be organized under such law. More specifically, the corporation will own, repair, maintain and manage common areas, enforce the rules and regulations as adopted from time to time by the Board of Directors, and discharge such other lawful duties and responsibilities as may be required pursuant to the corporation's Bylaws and the Master Declaration of Covenants, Conditions and Restrictions ("Master Declaration") recorded in the Office of the Recorder of Placer County, State of California, with respect to the Whitney Oaks master planned community ("Project").

III

The name and address in this state of the corporation's initial agent for service of process are Jonathan A. Cohen, 8780 Auburn-Folsom Road, Granite Bay, CA 95746.

IV

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The incorporator has not yet established a business office for the corporation. The nine-digit ZIP code for the Project is 95765-0000; and the front street and the nearest cross street of the Project are Park Drive and Crest Drive, respectively. There is no managing agent for the corporation at the time these Articles of Incorporation are being filed.

V

This corporation is intended to qualify as a Homeowners' Association under the applicable provisions of the Internal Revenue Code, and of the California Revenue and Taxation Code. 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 of the Master Declaration 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 Project in accordance with provisions of the Master Declaration, the corporation's assets remaining after payment, or provision for 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.

VI

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 purpose of this corporation.

VII


The authorized number, and qualifications for membership in this corporation, the different classes of membership, 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 Bylaws of this corporation and in the Master Declaration.

VIII

Any amendment of these Articles of Incorporation shall require the vote or consent by written ballot of (i) at least a bare majority of the Board of Directors; and (ii) so long as the corporation has Class A and Class B memberships, at least a bare majority of each class, or, after conversion of the Class B

memberships to Class A memberships, at least a bare majority of the total voting power of the corporation, including a bare majority of the voting power of members other than Declarant (as defined in California Civil Code section 1351 and as specified in the Master Declaration).

DATED: March 18, 1997.


Jonathan A. Cohen, Incorporator

NOT FOR TRANSFER OR REFILE