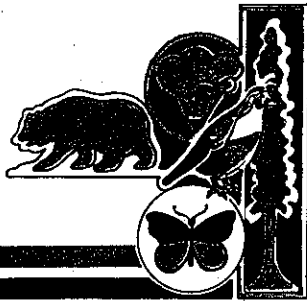


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SECRETARY OF STATE

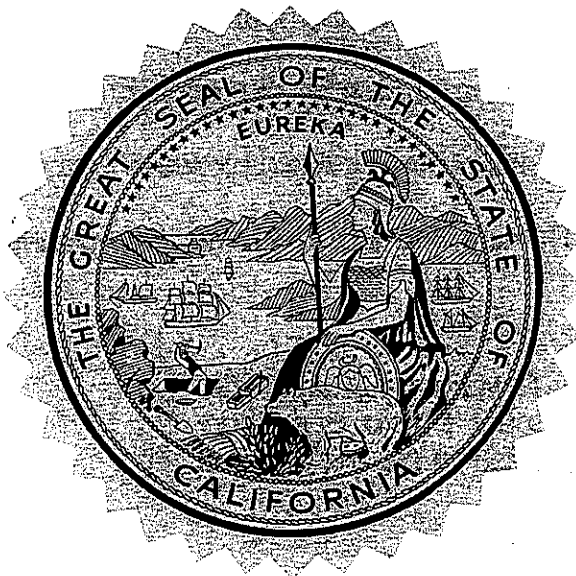
CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JAN 11 1995



*Bill Jones*

Secretary of State

JAN 9 1995

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

*Bill Jones*  
BILL JONES, Secretary of State

Charlotte Word and *Barbara A. York* certify that:

1. They are President and *Treasurer* respectively, of FLORISTON PROPERTY OWNERS ASSOCIATION, INC., a California Corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

FIRST: That the name of this corporation is FLORISTON PROPERTY OWNERS ASSOCIATION, INC.

SECOND: 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 for which a corporation may be organized under such law. Such purposes may include pleasure, recreation, and other non-profitable purposes and are:

To acquire the water system of the Townsite of Floriston, Nevada County, California, together with the water appropriations and water rights incident thereto, and to manage, control and operate the said system, water appropriations and water rights for the purpose of selling, distributing, supplying and delivering water for irrigation purposes or for domestic use to the members of this corporation for use upon the lands of the members of this corporation lying within the limits of those certain pieces or parcels of land situate, lying and being in the County of Nevada, State of California, particularly described as follows:

A parcel of land lying in Section 30, Township eighteen (18) North, Range eighteen (18) East, Mount Diablo Base and Meridian and comprising portions of Lots five (5), six (6), and

eight (8) of said Section 30 and particularly described as follows, to-wit:

Lots One (1) through Eighty (80) (inclusive), Lots A and B, and all parcels as delineated upon the official map of the Floriston Subdivision, and only those parcels delineated on said map of the Floriston Subdivision, thereof dated December, 1947 and recorded in the office of the County Recorder of Nevada County, California, on the 13th day of February, 1948, Map 88, Book One (1) of Subdivisions, Page 88.

To acquire, operate and maintain any and all paths, walkways, streets or roadways located upon said land and any and all paths, walkways, streets or roadways providing a means of access to, ingress to or egress from said land.

To acquire, operate and maintain a sewerage disposal system serving the property within the boundaries above described.

To acquire, operate and maintain all necessary plants, systems, works, ditches, tunnels, pipes, flumes, bridges and other structures, easements and rights of way, engines, pumps and other machinery and apparatus and appliances necessary, proper and convenient for the operation and maintenance of the water system, sewer system and road system above described.

This corporation shall have the power to do any and all things necessary or proper in the furtherance of these purposes as determined by its Board of Directors.

Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation. No part of the net earnings of the corporation shall inure to the benefit of any member, as defined for purposes of

Section 501(c)(7) of the Internal Revenue Code.

**THIRD:** The Board of Directors of this corporation shall have authority, at its discretion, to levy and collect assessments upon all memberships of this corporation, and shall have the right, without limitation, to bring action in the name of the corporation against the members hereof for recovery of any assessment upon the membership which is not paid.

**FOURTH:** The corporation may admit persons to membership subject to the terms and conditions set forth in the bylaws. Every share of stock previously issued by the corporation shall, upon the filing of this provision with the Secretary of State, be automatically converted to a membership in the corporation, to be held in the name of the person who previously held such share of stock.

**FIFTH:** Any person purchasing, acquiring or owning real property within the limits of the property described in paragraph Second hereof which is used for agricultural or dwelling purposes shall be entitled to purchase one (1) membership in this corporation upon tendering the value thereof to the corporation and upon complying with the Laws of the State of California for the issuance of said membership. Any person purchasing, acquiring or owning real property within the limits of the property described in paragraph Second hereof which is used for commercial purposes of any nature shall be entitled to purchase a membership in this corporation, provided that the Board of Directors may fix the number of memberships to be sold to said person at any number up to twenty-five (25) in order that said commercial enterprise will bear a fair share of the assessments and said person shall be entitled to purchase said membership by tendering to the corporation

the value of this number of memberships and upon complying with the laws of the State of California for the issuance of memberships.

SIXTH: The Corporation is authorized to indemnify the directors and officers of the Corporation to the fullest extent permissible under California law.

SEVENTH: These Articles of Incorporation shall be amended only by adoption of the amendment by a resolution of the Board of Directors and by the vote or written consent of members holding two-thirds of the voting power in this corporation given either before or after the adoption of such resolution by the Board of Directors.

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 shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is forty-five (45). The number of shares voting in favor of the amendment equaled the vote required. The percentage vote required was 100%, because the corporation is converting to a nonprofit mutual benefit corporation.

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: January 4, 1995

Charlotte Word  
Charlotte Word, President

Barbara A. York  
Barbara A. York, Treasurer