

2681115

002/004



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

NOV 04 2004

Kevin Shelley
Secretary of State



Sec/State Form CE-1 Received Time Jan. 19. 5:31PM

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

NOV 01 2004

KEVIN SHELLEY
Secretary of State

ARTICLES OF INCORPORATION
OF
WINTER CREEK OWNERS' ASSOCIATION

ARTICLE 1: NAME

The name of this corporation is WINTER CREEK OWNERS' ASSOCIATION.

ARTICLE 2: AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this corporation's initial agent for service of process is Thomas Grossman, 10330 Donner Pass Road, Suite C, Truckee, California 96161.

ARTICLE 3: PURPOSES OF THE ASSOCIATION

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, other than credit union business, for which a corporation may be organized under such law.

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The corporation has not yet established a corporate office and has no managing agent. The nine digit ZIP code for the common interest development is 96161-0000; and the front street and nearest cross street is Wintercreek Loop and Brockway Road, respectively.

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the Residential Lots and Common Area within certain real Property situated in Nevada County, California, and to promote the health and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation.

ARTICLE 4: LIMITATION OF POWERS

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.

4/20/04
1813/1
Received Time Jan.19. 5:31PM

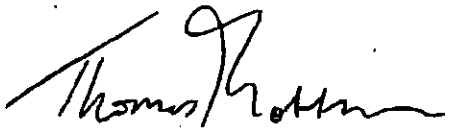
ARTICLE 5: NONPROFIT STATUS

This corporation is organized solely for nonprofit purposes, pursuant to Section 23701(t) of the Revenue and Taxation Code of the State of California and applicable provisions of the United States Internal Revenue Code, Section 528, as they may be amended from time to time. No part of the net earnings of the corporation shall inure (other than by providing management, maintenance and care of the Property or by a rebate of excess membership dues, fees and assessments) to the benefit of any private Member or individual.

ARTICLE 6: AMENDMENTS

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) of Members representing a majority of the voting power of the corporation and a majority of the votes of Members other than Declarant, or where the two class voting structure is still in effect (as provided in the Bylaws), a majority of each class of membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 23rd day of September, 2004.



THOMAS GROSSMAN, Incorporator

