

SECRETARY OF STATE

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

That the attached transcript of 10 page(s) was prepared by and in this office from the record on file, 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

AUG 0 2 2001



Bill Jones

Secretary of State

640259

A240188

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
NORTHSTAR-AT-TAHOE ASSOCIATION

FILED
In the office of the Secretary of State
of the State of California

OCT 23 1981

MARCH FONG EU, Secretary of State
[Signature]
Deputy

JoAnn Normanly and Van Entriken certify that:

1. They are the Secretary-Treasurer and Vice President, respectively, of Northstar-At-Tahoe Association, a California non-profit corporation.
2. The amendment as herein set forth has been approved by the board of directors of the Northstar-At-Tahoe Association.
3. The amendment herein set forth has been duly approved by the required vote of the membership. The number of members voting in favor of the amendment equaled or exceeded the vote required.
4. Article V is amended to read as herein set forth in full as follows:

The affairs of this Association shall be managed by a board of seven (7) directors, all of whom shall be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald C. Anderson	62 Marte Vista Atherton, California
George H. DeBacker	Golden Gateway Center 440 Davis Court, #1804 San Francisco, CA 94111
Philip C. Smith	3006 Sacramento Street San Francisco, CA 94118
Garry W. Pettis	304 Nimitz Avenue Redwood City, CA 94061
George A. Hynes	120 Dracena Avenue Piedmont, CA 94611

The directors' terms of office shall be two (2) years. Three (3) directors shall be elected at the annual meeting of members in odd numbered years, and four (4) directors shall be elected at the annual meeting of members held in even numbered years.

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Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Truckee, California, on October 16, 1981.

Joann Normanly
JOANN NORMANLY

Van E. Entriken
VAN ENTRIKEN

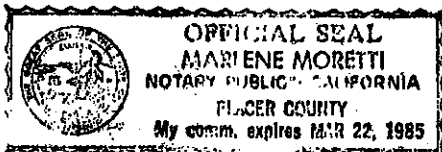
ACKNOWLEDGMENT

State of California)
County of Placer) ss.

On this 16 day of October, 1981, before me, [Signature], a Notary Public in and for the County of Placer, State of California, personally appeared JOANN NORMANLY and VAN ENTRIKEN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same and that they are the officers named therein.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the County of Placer, the day and year in this certificate first above written.

[Signature]
Notary Public in and for said
County and State



640259

A260144

FILED
In the office of the Secretary of State
of the State of California

JAN 18 1983

BERNARD FONG III, Secretary of State
[Signature]
Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

Joyce Cass and Peggy Downing certify:

1. That they are the president and secretary, respectively, of Northstar-at-Tahoe Association.

2. That at the annual meeting of the Board of Directors of said corporation duly held in Placer County, California, on September 4, 1982, the following resolution was adopted:

"RESOLVED: That Article ^I~~One~~ of the Articles of Incorporation of this Incorporation be amended to read as follows:

ARTICLE ^I~~ONE~~: The name of the corporation (hereinafter called "Association") is "Northstar Property Owners' Association"

3. That at the annual meeting of the members of said corporation, duly held at Placer County, California, on September 4, 1982, a resolution was adopted and wording of the amended article as set forth in the members' resolution is the same as that set forth in the director's resolution in Paragraph 2 of this Certificate.

4. The number of members who voted affirmatively for the adoption of said resolution is 834 and that the number of members constituting a quorum is 807.

NORTHSTAR-AT-TAHOE ASSOCIATION
A California Nonprofit Corporation

BY: Joyce Caw
President

BY: Peggy Dawning
Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Placer County, California, on December 28,
1982.

NORTHSTAR-AT-TAHOE ASSOCIATION
A California Nonprofit Corporation

BY: Joyce Caw
President

BY: Peggy Dawning
Secretary



ARTICLES OF INCORPORATION

OF

NORTHSTAR-AT-TAHOE ASSOCIATION

ARTICLE I.

Name

The name of the corporation (hereinafter called "Association") is NORTHSTAR-AT-TAHOE ASSOCIATION.

ARTICLE II.

Principal Office

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

ARTICLE III.

Purpose and Powers of the Association.

(a) The specific and primary purpose for which the Association is organized and operated is to provide non-profit recreational and property management services for its members.

(b) The general purpose for which the Association is formed is to provide (to the extent required by its members pursuant to recorded covenants) for management, maintenance preservation and architectural control of the units, recreational and common area from time to time constructed within that certain parcel of real property (hereinafter called the "Properties") more particularly described as:

That certain real property designated parcels C, D, E, F, and G on that certain Subdivision Map entitled "Tract 222, Northstar Unit 1-A," recorded in the office of the Recorder of the County of Placer on November 11, 1971 in Book J of Maps at page 38.

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

DEC 2 1971

EDMUND G. BROWN Jr., Secretary of State
By *[Signature]*
Deputy

Restriction of right
to amend articles
6
No
yes

and other units of Northstar-At-Tahoe from time to time developed.

(c) To effectuate the foregoing and as general powers the Association is empowered to promote the health, safety and welfare of the residents within the above-described property and for this purpose to:

(1) fix, levy, collect and enforce payment by any lawful means of all charges or assessments imposed upon the members in the conduct of the affairs of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(2) acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(3) borrow money, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(4) have and to exercise any and all powers, rights and privileges which a corporation organized under the General Non-Profit Corporation Law of the State of California by law may now or hereafter have or exercise.

(d) The Association is organized and operated

exclusively for recreation, property management and other non-profit purposes and no part of any net earnings or assets of the Association shall inure to the benefit of any member or director.

(e) In order to preserve the non-profit, income tax-exempt status of the Association, neither the Directors nor the members of the Association shall do any act or authorize the doing of any act by or on behalf of the Association which is inconsistent with its Articles or its By-Laws and the requirements thereof with respect to operation solely for non-profit purposes. Any acts contrary to or inconsistent with such purposes shall be considered ultra vires as to the Association and, consequently, void.

ARTICLE IV.

Membership

The authorized number and qualifications of members of the Association, the different classes of membership, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as provided for in the By-Laws.

ARTICLE V.

Board of Directors

The affairs of this Association shall be managed 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 the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>RONALD C. ANDERSON</u>	<u>62 Monte Vista</u> <u>Atherton, California</u>
<u>GEORGE H. DeBACKER</u>	<u>Golden Gateway Center</u> <u>440 Davis Court, #1804</u> <u>San Francisco, Ca. 94111</u>
<u>PHILIP C. SMITH</u>	<u>3006 Sacramento Street</u> <u>San Francisco, Ca. 94118</u>
<u>GARRY W. PETTIS</u>	<u>304 Nimitz Avenue</u> <u>Redwood City, Ca. 94061</u>
<u>GEORGE A. HYNES</u>	<u>120 Dracena Avenue</u> <u>Piedmont, California 94611</u>

The directors' terms of office shall be one (1) year and all directors shall be elected at the annual meeting of the members.

ARTICLE VI.

Applicable Law

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California (California Corporations Code Sections 9000, et seq.).

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 this 18th day of
NOVEMBER, 1971.

Ronald L. Anderson

W. Beck

Philip C. Smith

(ACKNOWLEDGMENT)

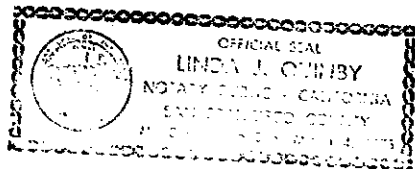
Benny W. Beth

George C. Bly

STATE OF CALIFORNIA)
)
City and County of San Francisco) ss.

On this 18th day of November, 1971, before me,
Linda J. Quinby, a Notary Public in and for
the State of California, residing therein, duly commissioned and sworn,
personally appeared Ronald C. Anderson, G. H. DeBacker,
Philip C. Smith, Garry W. Pettis and George A. Hynes,
known to me to be the persons whose names are subscribed to the within
articles of incorporation, and they acknowledged to me that they
executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed
my official seal the day and year in this certificate first above
written.



Linda J. Quinby
NOTARY PUBLIC

In and for the State of California

My Commission Expires Mar. 4, 1975