

A472477

State of California

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

FEB 29 1996



Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

A472477

ENDORSED
FILED

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

FEB 16 1996

Bill Jones
BILL JONES, Secretary of State

Ethel B. Badham and Maryanna Musard certify that:

1. They are the President and the Secretary, respectively, of SIERRA DAWN ESTATES HOMEOWNERS' ASSOCIATION, INC., a California non-profit, mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

SIERRA DAWN ESTATES HOMEOWNERS ASSOCIATION, INC.

RESTATED ARTICLES OF INCORPORATION

I.

NAME AND CORPORATE OFFICE
Civil Code §1363.5

- 1.1 The name of the corporation is Sierra Dawn Estates Homeowners Association, Inc.
- 1.2 As required by Civil Code §1363.5, the office for the transaction of business of the Association is 950 South Lyon Avenue, in the City of Hemet, County of Riverside, State of California, 92543-6872, which is located within the Association's boundaries.

II.

PURPOSE

2.1 This corporation elects to be governed by all the provisions of the Nonprofit Corporation Law of 1980, not otherwise applicable to it under Part 5 thereof.

2.2 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. The corporation is an Association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

2.3 The specific and primary purposes of this corporation are to:

2.3.1 Own and maintain the common areas;

2.3.2 Administer the common interest development; and

2.3.3 Promote the health, safety and welfare of the residents within the Homeowners Association.

III.

DIRECTORS

3.1 The affairs of the Association shall be managed by a Board of Directors of between five (5) and nine (9) elected directors who shall be members of the Association. The number of directors, as well as the length of terms, may be changed by provisions of the Bylaws of the Association, but shall not be greater than the maximum number set out above. The specific number of authorized directors shall be determined by resolution of the Board of Directors.

IV.

DISTRIBUTION OF NET ASSETS

4.1 No part of the net earnings of this corporation shall inure to the benefit of any private member or individual other than by acquiring, constructing, or providing management, maintenance and care of Association property. This

corporation shall not make any distribution of net assets except upon dissolution of the Association in compliance with Corporations Code §8724. Assets remaining after payment of all debts and liabilities shall be distributed equally to the lot owners of the Association who hold a proprietary interest in the Association.

V.

AMENDMENT

5.1 Amendments to these Articles shall be made by the assent (by vote or written consent) of lot owners representing a majority of the voting power, either in person or by proxy.

VI.

MANAGING AGENT

6.1 The corporation does not have a managing agent as defined in Civil Code §1363.1.

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 the members.

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: FEBRUARY 6, 1996

Ethel B. Badham
Ethel B. Badham, President

Date: FEBRUARY 6, 1996

Maryanna Musard
Maryanna Musard, Secretary