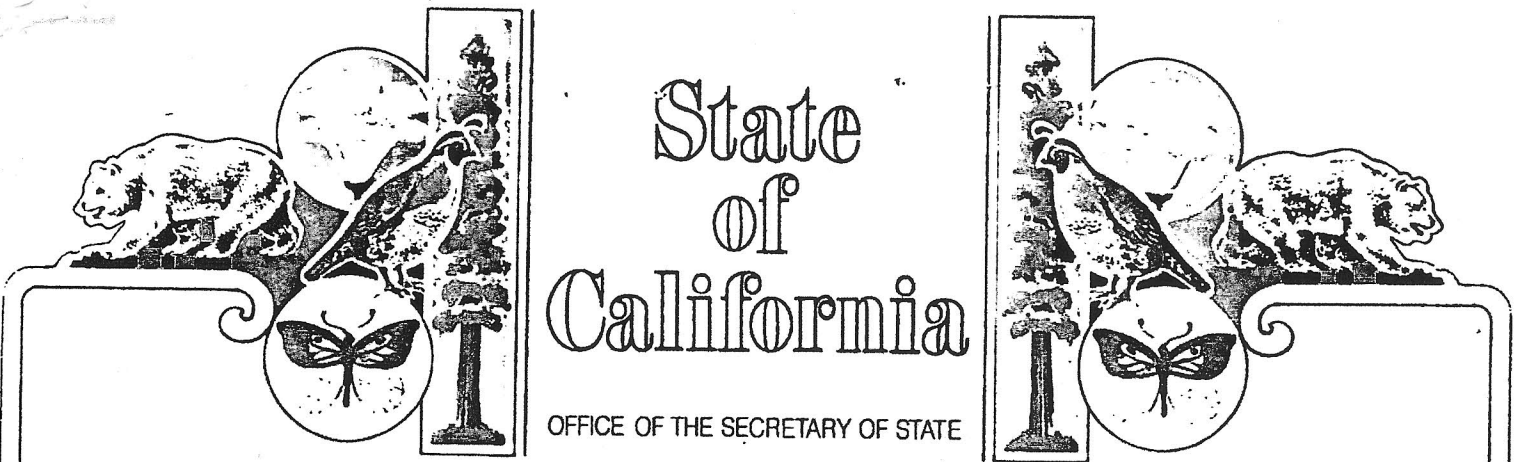




State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the 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

JUL 12 1977



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION

OF

CPLA

FIRST: The name of the corporation is CPLA.

SECOND: The purposes for which this corporation are formed

are:

(a) The specific and primary purpose is to own, operate, and maintain a lodge exclusively for the pleasure and recreation of its members.

(b) The general purposes and powers are:

(i) To erect, construct, purchase, lease, or otherwise acquire, own, hold, use, improve, maintain, repair, operate, encumber, sell, lease or otherwise dispose of equipment, rooms, buildings and areas of every kind, nature and description, including without limitation a mountain lodge, for the sole and exclusive benefit of its members and their bona fide guests.

(ii) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(iii) To carry on any activity whatsoever, in this State or anywhere else in the world, either as principal, agent, or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this

1 corporation.

2 (iv) To have and exercise all the rights and powers
3 conferred on nonprofit corporations under the General Nonprofit
4 Corporation Law of California, as such law is now in effect or
5 may at any time hereafter be amended.
6

7 The foregoing statement of purposes shall be construed as a
8 statement of both purposes and powers, and the purposes and
9 powers stated in each clause shall, except where otherwise ex-
10 pressed, be in no way limited or restricted by any reference to
11 or inference from the terms or provisions of any other clause,
12 but shall be regarded as independent purposes and powers.
13

14 (c) Notwithstanding any of the foregoing statements of
15 purposes and powers, this corporation shall not, except to an
16 insubstantial degree, engage in any activities or exercise any
17 powers that are not in furtherance of the primary purpose of this
18 corporation as set forth in Paragraph (a) of this Article SECOND,
19 and nothing contained in the foregoing statement of purposes shall
20 be construed to authorize this corporation to carry on any activity
21 for the profit of its members, or to distribute any gains, profits,
22 or dividends to its members as such, except on dissolution and
23 winding up.
24

25 THIRD: This corporation is organized pursuant to the
26 General Nonprofit Corporation Law of the State of California
27 and does not contemplate pecuniary gain or profit to the members
28

thereof and it is organized for nonprofit purposes.

FOURTH: The county in this State where the principal office for the transaction of the business of the corporation is located is Placer County.

Directors

FIFTH: (a) The number of Directors of this corporation shall be seven.

(b) 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>
GEORGE HATCH	128 Chianti Place, Pleasant Hill, CA 94523
JAMES A. FONDA	3421 Solomon Lane, Alameda, CA 94501
BENJAMIN J. YARDLEY	1612 Onley Dr., Pleasant Hill, CA 94523
CESAR A. RIBEIRO	533 Peralta Ave., San Francisco, CA 94110
WARREN D. MEYERS	4409 Weeping Spruce Ct., Concord, CA 94521
TODD DODS	465 Ridgeway Dr., Pleasant Hill, CA 94523
KATHLEEN B. MERAW	50 Rock Lane, Berkeley, CA 94708

Change of Number

(c) The number of Directors herein authorized can be changed by amendment of these Articles by resolution of the Board of Directors and by the vote or written consent of a quorum of the members of the corporation.

1 Powers

2 (d) The powers of this corporation shall be exercised, its
3 property controlled, and its affairs conducted by the Board of
4 Directors.

5 Board Action by Unanimous Written Consent Without Meeting

6 (e) Any action required or permitted to be taken by the
7 Board of Directors under any provision of law, these Articles of
8 Incorporation, or the Bylaws of this corporation may be taken with-
9 out a meeting, provided that all members of the Board, individually
10 or collectively, consent in writing to such action. Such written
11 consent or consents shall be filed with the minutes of the pro-
12 ceedings of the Board. Such action by written consent shall have
13 the same force and effect as the unanimous vote of such Directors.
14 Any certificate or other document filed under any provision of
15 law which relates to action so taken shall state that the action
16 was taken by the unanimous written consent of the Board of Directors
17 without a meeting and that the Articles of Incorporation of this
18 corporation authorize the Directors to so act, and such statement
19 shall be prima facie evidence of such authority.
20
21
22

23 Members

24 SIXTH: The authorized number and qualifications of members
25 of this corporation, the different classes of membership, if any,
26 the property, voting, and other rights and privileges of members,
27 and their liability to dues and assessments and the method of
28

1 collection thereof, shall be as set forth in the Bylaws of this
2 corporation.

3 Income From Public Events

4 SEVENTH: If this corporation holds any event(s) to which
5 members of the general public are invited to observe or participate
6 in for a fee, the income from the general public, less a propor-
7 tional share of the expenses which will not benefit members, will
8 be paid over to an organization which is exempt from income tax
9 under Section 501(c) (3) of the Internal Revenue Code on an
10 annual basis.
11

12 EIGHTH: Notwithstanding any other provision in these Articles
13 of Incorporation, the corporation shall be subject to the following
14 limitations and restrictions:
15

16 (a) The corporation shall distribute its income for each
17 taxable year at such time and in such manner as not to become
18 subject to the tax on undistributed income imposed by Section
19 4942 of the Internal Revenue Code of 1954.
20

21 (b) The corporation shall not engage in any act of self-
22 dealing as defined in Section 4941(d) of the Internal Revenue
23 Code of 1954.

24 (c) The corporation shall not retain any excess business
25 holdings as defined in Section 4943(c) of the Internal Revenue
26 Code of 1954.

27 (d) The corporation shall not make any investments in such
28

1 manner as to subject it to tax under Section 4944 of the Internal
2 Revenue Code of 1954.

3 (e) The corporation shall not make any taxable expenditures
4 as defined in Section 4945(d) of the Internal Revenue Code of
5 1954.
6

7 Amendment of Articles

8 NINTH: These articles may, except as provided by law imposing
9 more stringent requirements, be amended as follows:

10 (a) Before any members, other than the incorporators, have
11 been admitted to the corporation, by a writing signed by two-thirds
12 of the incorporators.

13 (b) After members, other than the incorporators, have been
14 admitted to the corporation, by resolution of the Board of
15 Directors and by two-thirds or more of a quorum of the members
16 given either before or after the adoption of the resolution by
17 the Board, provided, however, that if the voting power shall be
18 unequal, any amendment shall be approved by the vote or written
19 consent of members holding not less than a majority of the voting
20 power.
21
22

23 Execution

24 IN WITNESS WHEREOF, the undersigned being the persons herein-
25 above named as the first Directors have executed these Articles of
26 Incorporation on the dates indicated.

27
28 Dated: February 14, 1977 JAMES A. FONDA
Incorporator

ACKNOWLEDGMENT

State of California }
County of Alameda } ss.

On February 14, 1977, before me Otis M.

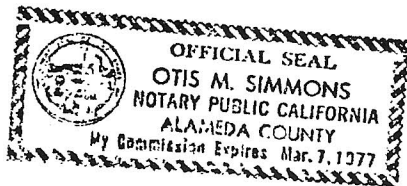
Simmons, a Notary Public for the State of

California, personally appeared JAMES A. FONDA

_____, known to me to be the person whose

name is subscribed to the foregoing Articles of Incorporation,

and acknowledged that he executed the same



Otis M. Simmons

Notary Public for the
State of California
My Commission expires

March 7 1977

ACKNOWLEDGMENT

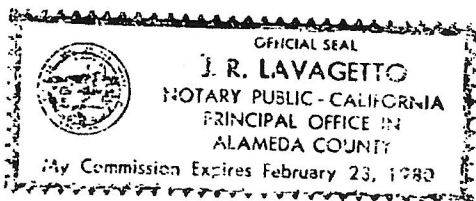
State of California } ss.
County of ALAMEDA

On FEBRUARY 15, 1977, before me J. R. LAVAGETTO

_____, a Notary Public for the State of

California, personally appeared TODD DODS

_____, known to me to be the person whose
name is subscribed to the foregoing Articles of Incorporation,
and acknowledged that he executed the same



J. R. Lavagetto
Notary Public for the
State of California
My Commission expires

Feb 23 1980

ACKNOWLEDGMENT

State of California
County of Contra Costa ss.

On March 13, 1977, before me CHARLES H. RAY, JR.

_____, a Notary Public for the State of

California, personally appeared Warren D. Myers

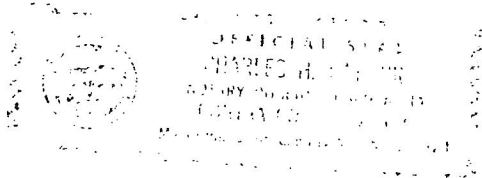
_____, known to me to be the person whose

name is subscribed to the foregoing Articles of Incorporation,

and acknowledged that he executed the same

Charles H. Ray, Jr.

Notary Public for the
State of California
My Commission expires

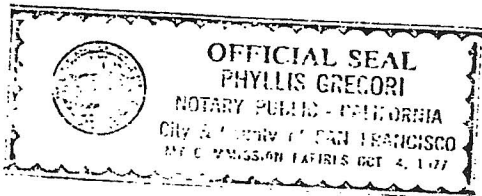


19

ACKNOWLEDGMENT

State of California } ss.
County of San Francisco

On March 2, 1976, before me Phyllis Gregori
_____, a Notary Public for the State of
California, personally appeared Donald K. Kline
_____, known to me to be the person whose
name is subscribed to the foregoing Articles of Incorporation,
and acknowledged that he executed the same



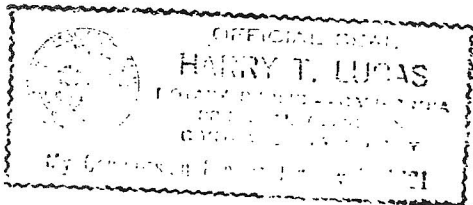
Phyllis Gregori
Notary Public for the
State of California
My Commission expires

March 26 1977

ACKNOWLEDGMENT

State of California } ss.
County of San Diego

On March 24, 1977, before me Harry T. Lucas
_____, a Notary Public for the State of
California, personally appeared Benjamin T. Yvelley,
known to me to be the person whose
name is subscribed to the foregoing Articles of Incorporation,
and acknowledged that he executed the same



Harry T. Lucas
Notary Public for the
State of California
My Commission expires

January 7/1981

ACKNOWLEDGMENT

State of California }
County of San Francisco } ss.

On March 30, 1977, 19~~76~~, before me Evelyn T. Butney

_____, a Notary Public for the State of

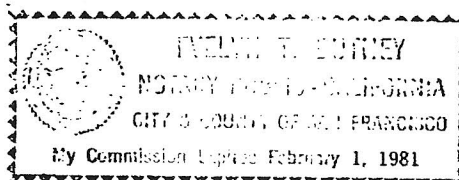
California, personally appeared George Hatch

_____, known to me to be the person whose

name is subscribed to the foregoing Articles of Incorporation,

and acknowledged that he executed the same

Evelyn T. Butney



Notary Public for the
State of California
My Commission expires

February 1 1981

ACKNOWLEDGMENT

State of California }
County of Alameda } ss.

On March 31, 1977, before me Judith W.

Morris, a Notary Public for the State of

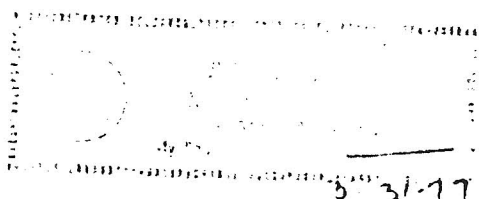
California, personally appeared Kathleen B.

Merain, known to me to be the person whose
name is subscribed to the foregoing Articles of Incorporation,
and acknowledged that she executed the same

Judith W. Morris

Notary Public for the
State of California
My Commission expires

3/31 1977



1 Dated: February 15, 1977 TODD DODS
2 Incorporator

3 Dated: March 13, 1977 WARREN D. MYERS
4 Incorporator

5 Dated: March 25, 1977 CESAR A. RIBEIRO
6 Incorporator

7 Dated: March 29, 1977 BENJAMIN J. YARDLEY
8 Incorporator

9 Dated: March 30, 1977 GEORGE HATCH
10 Incorporator

11 Dated: March 31, 1977 KATHLEEN MERAW
12 Incorporator