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EXHIBIT A

**SECOND AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF SNOWSHOE SPRINGS ASSOCIATION**

ARTICLE 1 NAME

The name of the corporation is SNOWSHOE SPRINGS ASSOCIATION (hereinafter called the "Corporation").

**ARTICLE 2 ORGANIZATION, PURPOSE, AND POWERS
 OF THE CORPORATION**

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof. 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 does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are:

- (i) to provide for maintenance, protection, preservation, and architectural control of the separate interests and common area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real property located in County of Calaveras, State of California, and more particularly described as set forth in Exhibits B and C, attached hereto and fully incorporated herein by reference,
- (ii) to acquire, own and operate a mutual water distribution system to sell, supply, and deliver water for domestic use as a mutual water company to all owners of property and residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Corporation,
- (iii) to provide for the management, administration, and operation of the above-described property comprising the Snowshoe Springs planned development and the business and affairs of the Corporation,

- 1 (iv) to promote the health, safety, welfare, and interests of all owners of
2 property and residents within the above-described property and any
3 additions thereto as may hereafter be brought within the jurisdiction of the
4 Corporation, and
5
6 (v) to take such action as in the judgment of the Corporation's Board of
7 Directors shall be necessary or proper or incidental to the foregoing
8 purposes of the Corporation.
9

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11 **ARTICLE 3 STATEMENT REQUIRED BY CIVIL CODE SECTION 4280**

12
13 The Corporation is an association formed to manage a common interest
14 development under the *Davis-Stirling Common Interest Development Act*.

15
16 The business or corporate office of the Corporation is as follows:

17
18 874 Henry Street, Suite 4
19 Arnold, CA 95223
20

21 The physical location of the common interest development is:

22
23 Boards Crossing Road & CA Hwy 4
24 Dorrington, CA 95223
25

26 The name and address of the Corporation's managing agent, as defined in *Civil*
27 *Code* section 4158(a) is:

28
29 Michelle L. Kuffler
30 P.O. Box 2195
31 874 Henry Street, Suite 4
32 Arnold, CA 95223
33
34

35 **ARTICLE 4 MEMBERSHIP**

36
37 Every person or entity that is a record owner of a fee or undivided fee interest in
38 any separate interest within the real property described in Article 2 hereof, which
39 is subject by covenants of record to assessment by the Corporation, including
40 contract sellers, shall be a member of the Corporation ("hereinafter called
41 "Member"). The foregoing is not intended to include persons or entities that hold
42 an interest merely as security for the performance of an obligation. Membership
43 shall be appurtenant to, and may not be separated from, ownership of any
44 separate interest which is subject to assessment by the Corporation.
45

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2 **ARTICLE 5 VOTING RIGHTS**

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4 The Corporation shall have one (1) class of voting membership, comprised of all
5 Members, whose voting rights shall be as set forth in the Bylaws of the
6 Corporation.
7

8
9 **ARTICLE 6 BOARD OF DIRECTORS**

10
11 The affairs of this Corporation shall be managed by a Board of Directors. The
12 number of directors, their qualifications, and the manner of their selection shall
13 be as set forth in the Bylaws of the Corporation.
14

15
16 **ARTICLE 7 LIMIT ON POWERS; TAXATION**

17
18 This Corporation shall not, except to an insubstantial degree, engage in any
19 activities or exercise any powers which are not in furtherance of the primary
20 purposes of this Corporation. This Corporation is intended to qualify as a
21 homeowners association under the applicable provisions of Section 528 of the
22 United States *Internal Revenue Code* ("IRC") and of Section 23701t of the
23 *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be
24 amended from time to time. No part of the net earnings of this Corporation shall
25 inure to the benefit of any private individual, except as expressly provided in IRC
26 Section 528 and R&TC Section 23701t with respect to the acquisition,
27 construction, or provision for management, maintenance, and care of the
28 Corporation property, and other than by rebate of excess membership dues,
29 fees, or assessments.
30

31
32 **ARTICLE 8 DISSOLUTION**

33
34 To the extent required pursuant to *Corporations Code* section 8724, so long as
35 there is any lot or parcel for which the Corporation is obligated to provide
36 management, maintenance, preservation, or control, the Corporation shall not
37 transfer all or substantially all of its assets or file a certificate of dissolution
38 without the approval of one hundred percent (100%) of the Members. In the
39 event of the dissolution, liquidation, or winding-up of the Corporation, upon or
40 after termination of the development in accordance with provisions of the
41 recorded declaration governing the property comprising the development, the
42 Corporation's assets remaining after payment, or provision for payment, of all
43 debts and liabilities of the Corporation shall be divided among and distributed to
44 its Members in accordance with their respective rights therein.
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ARTICLE 9 AMENDMENTS

Any amendments to these Second Amended and Restated Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote or written consent of Members representing at least a majority of the Members voting on such amendment provided the number of Members voting thereon shall be sufficient to constitute a quorum.

MEMBER DRAFT 9/30/2020

EXHIBIT B

Legal Description of the Property Comprising the Development

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6 All of the real property as shown on the certain map entitled "Map of Snowshoe Springs
7 Subdivision No. 1" filed for record on May 20, 1957, in Volume 2 of Maps, Page 34, in
8 the Official Records of Calaveras County, State of California.

9
10 All of the real property as shown on the certain map entitled "Map of Snowshoe Springs
11 Subdivision No. 2" filed for record on August 6, 1958, in Volume 2 of Maps, Page 38, in
12 the Official Records of Calaveras County, State of California.

13
14 All of the real property as shown on the certain map entitled "Map of Snowshoe Springs
15 Subdivision No. 3" filed for record on January 18, 1960, in Volume 2 of Maps, Page 43,
16 and as amended by the Certificate of Correction recorded February 20, 1970, in Book
17 292, Page 366, in the Official Records of Calaveras County, State of California.

18
19 All of the real property as shown on the certain map entitled "Map of Snowshoe Springs
20 Subdivision No. 4" filed for record on June 19, 1961, in Volume 2 of Maps, Page 49, in
21 the Official Records of Calaveras County, State of California.

22
23 All of the real property as shown on the certain map entitled "Map of Snowshoe Springs
24 Subdivision No. 5" filed for record on March 18, 1963, in Volume 2 of Maps, Page 65, in
25 the Official Records of Calaveras County, State of California.

26
27 All of the real property as shown on the certain map entitled "Map of Snowshoe Springs
28 Subdivision No. 6-A" filed for record on June 21, 1965, in Volume 2 of Maps, Page 93,
29 in the Official Records of Calaveras County, State of California.

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EXHIBIT C

List of Common Area Lots

- APN 023-012-021 PORTION OF MEADOW (SOUTHERN) THAT JOINS KAROCK COURT
- APN 025-008-031 LOCATION OF TANKS 1 & 2
- APN 025-009-007 LOCATION OF TANK 4
- APN 025-010-014 LOCATION OF TANK 3
- APN 025-010-020 LOCATION OF BOARD CROSSING CONTROL
- APN 025-011-022 PORTION OF MEADOW (NORTHERN)
- APN 025-011-038 SPRING (E. SIDE OF SNOWSHOE THOMPSON)
- APN 025-012-026 LOCATION OF TEEPEE & TOBOGGAN RUN
- APN 025-012-034 PORTION OF MEADOW (CENTRAL)
- APN 025-013-001 SNOWSHOE LAKE AREA
- APN 025-025-003 PARCEL EAST OF LOT 363 AND ADJACENT TO SNOWSHOE LAKE
- APN 023-013-014 LOT 420 ON MAP OF BIG TREES VILLAGE UNIT NO. 2

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