

2666302

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

JUL 22 2004



Kevin Shelley
Secretary of State

2666302

ARTICLES OF INCORPORATION
OF
FIELDSTONE OWNERS' ASSOCIATION

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

JUL 22 2004

KEVIN SHELLEY
Secretary of State

ARTICLE 1
NAME

The name of this corporation is Fieldstone Owners' Association.

ARTICLE 2
ORGANIZATION AND PURPOSE

A. 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.

B. More specifically, the corporation is organized and shall be operated for the following purposes.

1. To act as the owners' association for the Fieldstone Planned Development, as provided in the "Fieldstone Planned Development Declaration of Restrictions", recorded or to be recorded in the Official Records of Calaveras County, California, as amended from time to time ("Declaration").

2. To have and exercise all of the rights and powers and perform all of the duties and responsibilities set out in the Declaration.

3. To provide for the acquisition, construction, management, maintenance, and care of the "association property," as that term is defined in Section 528 of the United States Internal Revenue Code and Section 23701t of the California Revenue and Taxation Code.

ARTICLE 3
AGENT FOR SERVICE

The name and address in the state of California of this corporation's initial agent for service of process is:

John F. Kautz
5252 E. Bear Creek Road
Lodi, California 95240

ARTICLE 4
RESTRICTIONS OF CORPORATION

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 purposes of this corporation.

ARTICLE 5
COMMON INTEREST DEVELOPMENT

This corporation is an association formed to manage a common interest development under the *Davis-Stirling Common Interest Development Act, California Civil Code Section 1350 et. Seq.*

ARTICLE 6
CORPORATE OFFICE

The address of the business or corporate office of this association is:

1341 W. Robinhood, Suite C6
Stockton, California 95207

This office is not on site. The nine-digit zip code of the common interest development is 95247-0000. The nearest cross street to the common interest development is California State Highway No. 4 and the front street of the subdivision is Bret Harte Drive in the City of Murphys, California.

ARTICLE 7
MANAGING AGENT

The association's managing agent is:

Carole Murphy
M & C Association Management Services, Incorporated
1341 W. Robinhood, Suite C6
Stockton, California 95207

ARTICLE 8
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 purposes of this corporation and shall not engage in any activities or exercise any powers forbidden it by the Declaration.

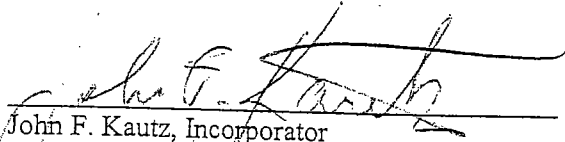
ARTICLE 9
AMENDMENTS

Any amendment of these Articles shall require the vote or written consent of: (i) a majority of the Board of Directors; (ii) so long as there are two (2) classes of membership, a majority of the voting power of each class of membership of the corporation; and (iii) if there is only (1) class of membership, a majority of the voting power of the membership, including a majority of the votes held by members other than Declarant. "Declarant" is the Declarant defined in the Declaration.

ARTICLE 10
INUREMENT OF EARNINGS

In order to ensure that the corporation qualifies: (i) to elect to be an organization exempt from federal income taxes under Section 528 of the United States Internal Revenue Code; and (ii) to obtain a determination from the California Franchise Tax Board exempting the corporation from taxes imposed under the California Bank and Corporation Tax Law, under Section 23701t of the California Revenue and Taxation Code, no part of the net earnings of the corporation shall inure to the benefit of any member or other private individual, other than by: (i) acquiring, constructing, or providing management, maintenance, and care of "association property", as defined in either of such provisions of law; or (ii) a rebate of excess membership dues, fees, or assessments.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 21 day of July, 2004.


John F. Kautz, Incorporator

