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ARTICLES OF INCORPORATION
OF
GRIZZLY RANCH ASSOCIATION

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

OCT - 9 2003

KEVIN SHELLEY
Secretary of State

I

The name of this corporation is GRIZZLY RANCH ASSOCIATION.

II

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 the credit union business, for which a corporation may be organized under such law. More specifically, the corporation will own, repair, maintain and manage common areas, enforce the rules and regulations as adopted from time to time by the Board of Directors, and discharge such other lawful duties and responsibilities as may be required pursuant to the corporation's Bylaws and the Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded in the Office of the Recorder of Plumas County, State of California, with respect to the Grizzly Ranch residential planned development (the "Development").

III

The name and address in this state of the corporation's initial agent for service of process are Curtis C. Sproul, 400 Capitol Mall, Suite 1100, Sacramento, California, 95814.

IV

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The business office of the corporation is Grizzly Creek Development, LLC, P.O. Box 1075, Portola, California 96122-1075. The nine-digit ZIP code for the Development is 96122-0000; and the front street and the nearest cross street of the Development are Grizzly Road and Grizzly Ranch Road, respectively. There is no managing agent for the corporation at the time these Articles of Incorporation are being filed.

V

This corporation is intended to qualify as a Homeowners' Association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. No part of the net earnings of this corporation shall inure to the

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benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the corporation's property, and other than by a rebate of excess membership dues, fees, or assessments. In the event of the dissolution, liquidation, or winding up of the corporation, upon or after termination of the aforementioned real estate development in accordance with provisions of the Declaration, the corporation's assets remaining after payment, or provision for payment, of all known debts and liabilities of the corporation shall be divided among and be distributed to the members thereof in accordance with their respective rights therein.

VI

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 purpose of this corporation.
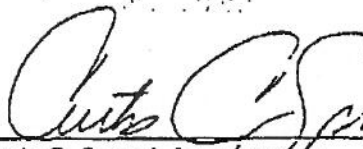
VII

The authorized number, and qualifications for membership in this corporation, the different classes of membership, the property, voting and other rights and privileges of members and their liability for dues and assessments and the methods of collection thereof, shall be as provided for in the Bylaws of this corporation and the Declaration.

VIII

Any amendment of the articles hereunder shall require the vote or consent by written ballot of (i) at least a bare majority of the Board of Directors; (ii) so long as the corporation has Class A and Class B memberships, upon the vote or written assent of at least a bare majority of each class; or (iii) after conversion of the Class B memberships to Class A memberships, upon the vote or written assent of total voting power of the corporation, including 51 percent of the voting power of members other than the declarant.

DATED: *October 8*, 2003.

Curtis C. Sproul, Incorporator