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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CLEAR LAKE RIVIERA COMMUNITY ASSOCIATION

ARTICLE 1 NAME

The name of the corporation is CLEAR LAKE RIVIERA COMMUNITY 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 Lots 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 Lake, State of California, as set forth in Exhibit A attached hereto.
- (ii) to provide for the management, administration, and operation of the above-described property comprising the Clear Lake Riviera planned development and the business and affairs of the Corporation,
- (iii) to promote the health, safety, welfare, and interests of 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, and

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(iv) to take such action as in the judgment of the Board of Directors shall be necessary or proper or incidental to the foregoing purposes of the Corporation.

ARTICLE 3 STATEMENT REQUIRED BY CIVIL CODE SECTION 4280 AND CORPORATIONS CODE SECTION 7130(e)

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

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

9689 State Highway 281
Kelseyville, CA 95451

The Corporation does not have a managing agent as defined in Civil Code section 4158(a).

ARTICLE 4 MEMBERSHIP

Every person or entity that is a record owner of a fee or undivided fee interest in any Lot within the real property described in Article 2 hereof, which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Corporation.

ARTICLE 5 VOTING RIGHTS

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

ARTICLE 6 BOARD OF DIRECTORS

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

1 **ARTICLE 7** **LIMIT ON POWERS; TAXATION**
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3 This Corporation shall not, except to an insubstantial degree, engage in any
4 activities or exercise any powers which are not in furtherance of the primary
5 purposes of this Corporation. This Corporation is intended to qualify as a
6 Homeowners Association under the applicable provisions of Section 528 of the
7 United States *Internal Revenue Code* ("IRC") and of Section 23701t of the
8 *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be
9 amended from time to time. No part of the net earnings of this Corporation shall
10 inure to the benefit of any private individual, except as expressly provided in IRC
11 Section 528 and R&TC Section 23701t with respect to the acquisition,
12 construction, or provision for management, maintenance, and care of the
13 Corporation property, and other than by rebate of excess membership dues,
14 fees, or assessments.
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17 **ARTICLE 8** **DISSOLUTION**

18 To the extent required pursuant to *Corporations Code* section 8724, so long as
19 there is any lot or parcel for which the Corporation is obligated to provide
20 management, maintenance, preservation, or control, the Corporation shall not
21 transfer all or substantially all of its assets or file a certificate of dissolution
22 without the approval of one hundred percent (100%) of the Members. In the
23 event of the dissolution, liquidation, or winding-up of the Corporation, upon or
24 after termination of the development in accordance with provisions of the
25 recorded declaration governing the property comprising the development, the
26 Corporation's assets remaining after payment, or provision for payment, of all
27 debts and liabilities of the Corporation shall be divided among and distributed to
28 its Members in accordance with their respective rights therein.
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32 **ARTICLE 9** **AMENDMENTS**

33 Any amendments to these Amended and Restated Articles of Incorporation shall
34 require the approval of the Board of Directors and the approval by the affirmative
35 vote or written consent of Members representing at least a majority of the
36 Members voting on such amendment provided the number of Members voting
37 hereon shall be sufficient to constitute a quorum.
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41 **ARTICLE 10** **GENERAL PROVISIONS**

42 Capitalized terms appearing in these Articles of Incorporation shall have the
43 meaning set forth in the Bylaws.
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EXHIBIT 1

Legal Description of the Property Comprising the Development

UNIT 1

"Clear Lake Riviera, Unit No. 1" filed for record on June 15, 1964, in Volume 8 of Maps, at Pages 1 through 5, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
1	1 through 6, inclusive
2	1 through 15, inclusive
3	1 through 32, inclusive
4	1 through 47, inclusive
5	1 through 19, inclusive
6	1 through 40, inclusive
7	1 through 37, inclusive
8	1 through 21, inclusive
9	1 through 23, inclusive
10	1 through 43, inclusive
11	1 through 37, inclusive

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UNIT 2

"Clear Lake Riviera, Unit No. 2" filed for record on October 20, 1964, in Volume 8 of Maps, at Pages 18 through 22, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
12	1 through 17, inclusive
13	1 through 21, inclusive
14	1 through 76, inclusive
15	1 through 38, inclusive
16	1 through 44, inclusive
17	1 through 36, inclusive
18	1 through 26, inclusive
19	1 through 32, inclusive
20	1 through 3, inclusive
21	1 through 4, inclusive
22	1 through 7, inclusive

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UNIT 3

"Clear Lake Riviera, Unit No. 3" filed for record on October 20, 1964, in Volume 8 of Maps, at Pages 23 through 26, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
23	1 through 7, inclusive
24	1 through 22, inclusive
25	1 through 5, inclusive
26	1 through 5, inclusive
27	1 through 3, inclusive
28	1 and 2
29	1 through 4, inclusive
30	1 through 8, inclusive
31	1 through 60, inclusive
32	1 through 37, inclusive
33	1 through 15, inclusive

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UNIT 4

"Clear Lake Riviera, Unit No. 4" filed for record on June 15, 1965, in Volume 8 of Maps, at Pages 42 through 46, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
34	1 through 47, inclusive
35	1 through 28, inclusive
36	1 and 2
37	1 through 14, inclusive
38	1 through 35, inclusive
39	1 through 21, inclusive
40	1 through 47, inclusive
41	1 through 29, inclusive
42	1 through 24, inclusive
43	1 through 11, inclusive
44	1 through 11, inclusive
45	1 through 20, inclusive
46	1 through 31, inclusive
47	1 through 8, inclusive
48	1 through 7, inclusive
49	1 through 4, inclusive
57	1

58	1 through 17, inclusive
59	1 through 9, inclusive
60	1 through 8, inclusive
61	1 through 13, inclusive
62	1 through 50, inclusive
63	1 through 24, inclusive

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UNIT 5

"Clear Lake Riviera, Unit No. 5" filed for record on June 15, 1965, in Volume 8 of Maps, at Pages 47 through 49, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
50	1 through 4, inclusive
51	1 through 31, inclusive
52	1 through 33, inclusive
53	1
54	1 through 6, inclusive
55	1 through 13, inclusive
56	1 through 36, inclusive

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UNIT 6

"Clear Lake Riviera, Unit No. 6" filed for record on January 17, 1966, in Volume 8 of Maps, at Pages 84 through 88, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
65	1 through 139, inclusive
66	1 through 36, inclusive
67	1 through 6, inclusive
68	1 through 82, inclusive
69	1 through 19, inclusive

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UNIT 7

"Clear Lake Riviera, Unit No. 7" filed for record on June 6, 1966, in Volume 9 of Maps, at Pages 1 through 5, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
70	Parcel A
70	1 through 20, inclusive
71	1 through 72, inclusive
72	1 through 57, inclusive
73	1 through 173, inclusive
74	1 through 9, inclusive
75	1 through 14, inclusive
76	1 through 13, inclusive
77	1 through 16, inclusive

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UNIT 8

"Clear Lake Riviera, Unit No. 8" filed for record on July 21, 1967, in Volume 9 of Maps, at Pages 88 through 84, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
78	1 through 68, inclusive
79	1 through 4, inclusive
80	1 through 30, inclusive
81	1 through 68, inclusive
82	1 through 5, inclusive
83	1 through 8, inclusive
84	1 through 3, inclusive
85	1 through 3, inclusive
86	1 through 66, inclusive
87	1 through 44, inclusive
87	Parcel A

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UNIT 9

"Clear Lake Riviera, Unit No. 9" filed for record on March 18, 1968, in Volume 10 of Maps, at Pages 14 and 15, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
88	1 and 2
88	Parcel A
89	1 through 42, inclusive
90	1 through 46, inclusive
91	1 through 11, inclusive

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UNIT 10

"Clear Lake Riviera, Unit No. 10" filed for record on May 14, 1968, in Volume 10 of Maps, at Pages 31 through 33, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
93	1
94	1 through 40, inclusive
95	1 through 27, inclusive
96	1 through 6, inclusive
97	1 through 9, inclusive
98	1 through 21, inclusive
99	1 through 49, inclusive
100	1 and 2
101	1 through 37, inclusive

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UNIT 11

"Clear Lake Riviera, Unit No. 11" filed for record on June 10, 1968, in Volume 10 of Maps, at Pages 34 through 36, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
102	1 through 17, inclusive
103	1 through 18, inclusive
104	1 through 14, inclusive
105	1 through 4, inclusive
106	1 through 18, inclusive
107	1 through 16, inclusive
108	1 through 3, inclusive
109	1 and 2

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UNIT 12

"Clear Lake Riviera, Unit No. 12" filed for record on September 10, 1968, in Volume 10 of Maps, at Pages 47 through 49, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
110	1 through 3, inclusive
111	1 through 6, inclusive
112	1 through 14, inclusive
113	1 through 21, inclusive
114	1 through 18, inclusive
115	1 through 47, inclusive
116	1 through 19, inclusive
117	1 through 8, inclusive
118	1 through 21, inclusive
119	1 through 34, inclusive
120	1 through 30, inclusive
121	1

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UNIT 13

"Clear Lake Riviera, Unit No. 13" filed for record on November 4, 1968, in Volume 10 of Maps, at Pages 62 and 63, inclusive, in the Official Records of Lake County, State of California, consisting of:

Block	Lots
122	1 through 4, inclusive
123	1 through 21, inclusive
124	1 through 18, inclusive
124	Parcels A and B

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