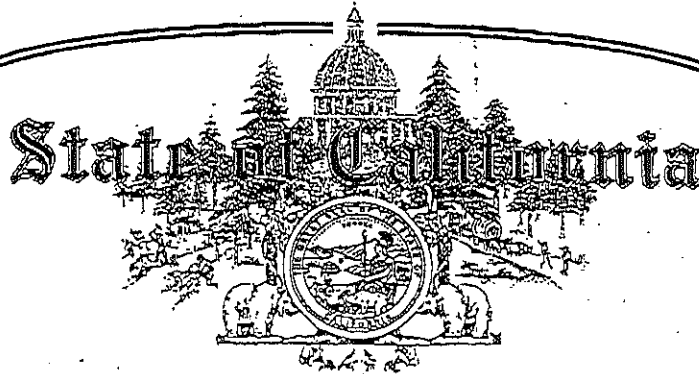


2548398



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

AUG 19 2003



*Kevin Shelley*  
Secretary of State

2548393

ARTICLES OF INCORPORATION  
OF  
VERDERA COMMUNITY ASSOCIATION

## I

The name of this corporation is VERDERA COMMUNITY 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 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 Placer County, State of California, with respect to the Verdera planned development project in the City of Lincoln, Placer County, California (the "Project").

## III

The name and address in this state of the corporation's initial agent for service of process are George Moore, VierraMoore, Inc., 2890 Gateway Oaks, Suite 250, Sacramento, CA 95833.

## IV

This 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:

% VierraMoore, Inc.

2890 Gateway Oaks Drive, Suite 250

Sacramento, CA 95833

The physical location of the common interest development is:

Twelve Bridges Drive and Sierra College Road  
Lincoln, California 95648-9649

The name and address of the corporation's managing agent, as defined in Civil Code Section 1363.1 is:

VierraMoore, Inc.  
2890 Gateway Oaks Drive, Suite 250  
Sacramento, CA 95833

The corporation's managing agent is not certified pursuant to Business and Professions Code Section 11502. VierraMoore, Inc. is a common interest development management firm. In accordance with Business and Professions Code Section 11503, common interest development management firms cannot be certified pursuant to Business and Professions Code Section 11502.

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 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 Project 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.

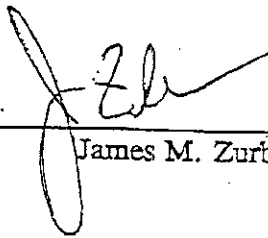
## VII

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) at least a bare majority of the voting power of the corporation; and (iii) at least a bare majority of the votes of members other than the Master Developers. Notwithstanding the provision of the preceding sentence, the percentage of a quorum or of the voting power of the corporation or of members other than the Master Developers necessary to amend a specific clause or provision in the Articles or Bylaws shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

DATED: 8/12/03



James M. Zurbuchen, Incorporator

