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FILED
In the Office of the Secretary of State
of the State of California

JAN 14 2003

**ARTICLES OF INCORPORATION
OF
MEADOW STONE LODGE OWNERS ASSOCIATION**

Bill Jones
WILL JONES, Secretary of State

ARTICLE 1: NAME

The name of this corporation is MEADOW STONE LODGE OWNERS ASSOCIATION.

ARTICLE 2: AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this corporation's initial agent for service of process is Charlie Oewel, 24 Professional Center Parkway, Suite 250, San Rafael, CA 94903.

ARTICLE 3: PURPOSES OF THE ASSOCIATION

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 is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The corporation has not yet established a corporate office and has no managing agent. The nine digit ZIP code for the common interest development is 95646-0000; and the front street and nearest cross street is Kirkwood Meadows Drive and State Highway 88, respectively, approximately 25 miles from South Lake Tahoe.

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the Residential Units and Common Area within certain real Property situated in Alpine County, California, and to promote the health and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation.

ARTICLE 4: LIMITATION OF 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 purpose of this corporation.

ARTICLE 5: NONPROFIT STATUS

This corporation is organized solely for nonprofit purposes, pursuant to Section 23701(t) of the Revenue and Taxation Code of the State of California and applicable provisions of the United States Internal Revenue Code, Section 528, as they may be amended from time to time. No part of the net earnings of the corporation shall inure (other than by providing management, maintenance and care of the Property or by a rebate of excess membership dues, fees and assessments) to the benefit of any private Member or individual.

ARTICLE 6: AMENDMENTS

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) of Members representing a majority of the voting power of the corporation and a majority of the votes of Members other than Declarant, or where the two class voting structure is still in effect (as provided in the Bylaws), a majority of each class of membership.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 9 day of January, 2003.



CHARLIE OEWELE, Incorporator