

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHINQUAPIN HOMEOWNERS ASSOCIATION**

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

DEC - 3 2010

Kathy Payne, President, and Penelope V. Bauche, Secretary, certify that:

1. They are the president and secretary, respectively, of Chinquapin Homeowners Association, a California nonprofit mutual benefit corporation.
2. The Amended Articles of Incorporation of this corporation, filed with the California Secretary of State on November 28, 1988, are amended and restated in their entirety to read as follows:

**ARTICLES OF INCORPORATION
OF CHINQUAPIN HOMEOWNERS ASSOCIATION**

I

The name of this corporation is Chinquapin Homeowners Association.

II

The 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 owns and/or repairs, maintains, and manages certain Common Areas described in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Chinquapin Homeowners Association, recorded in the Office of the Placer County Recorder, California (hereinafter "Second Amended Declaration"), enforces rules and regulations adopted from time to time by the Board of Directors and discharges such other lawful duties and responsibilities required under the corporation's Second Amended and Restated Bylaws and the Second Amended Declaration, with respect to the development.

III

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 currently located at the Dollar Estate Buildings, located in the Chinquapin development at 3600 North Lake Boulevard, P.O. Box 6001, Tahoe City, California 96145. The Association's Bylaws allow the Board to designate a different location for the business office within the development by resolution.

IV

This corporation is also intended to qualify as a Homeowner's Association under the applicable provisions of the Internal Revenue Code and of the California Revenue and Taxation Code. 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 of 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.

V

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.

VI

The authorized number, qualifications for membership in this corporation, voting and other rights and privileges of Members and their liability for dues and Assessments and the methods of collection thereof, and other matters concerning the governance and operation of the Corporation shall be as provided for in the Second Amended Declaration and the Second Amended and Restated Bylaws of this corporation.

VII

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.

VIII

These Articles of Incorporation may be amended from time to time by the affirmative vote of not less than sixty-six and two-thirds percent (66-2/3%) of the Voting Power of the Members of the Association.

3. The foregoing amendment and restatement of the corporation's Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of Members. The required Member vote was 66 2/3% of the Voting Power of the Members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 11-15-10

Kathy Payne
Kathy Payne, President

Dated: 11/23/10

Penelope V. Bauche
Penelope V. Bauche, Secretary