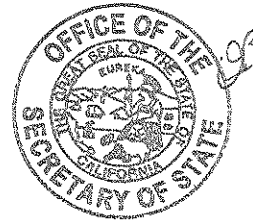


State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 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

DEC 17 2009

DEBRA BOWEN
Secretary of State

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

NOV 09 2009

RESTATED
ARTICLES OF INCORPORATION
OF
RIVER CITY COMMONS ASSOCIATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of River City Commons Association, a California nonprofit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is: River City Commons Association

ARTICLE II

This corporation elects to be governed by all of the provisions of the Nonprofit Corporations 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. The specific primary purposes for which it is formed are (i) to provide for the maintenance, protection, preservation, and architectural control of the residence lots and common area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real estate development located in Sacramento County, California, commonly known as River City Commons (the "Development"), (ii) to provide for the management, administration, and operation of the Development and the business and affairs of the corporation, (iii) to promote the health, safety, welfare, and interests of all owners of property within the Development and any additions thereto as may hereafter be brought within the jurisdiction of the corporation, and (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 III

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:

% Riverside Management & Financial Services, Inc.
4811 Chippendale Drive, Suite 307
Sacramento, California 95841

The physical location of the common interest development is:

Truxel Road and Bannon Creek Road
Sacramento, California 95833-1816

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

Riverside Management & Financial Services, Inc.
4811 Chippendale Drive, Suite 307
Sacramento, California 95841

ARTICLE IV

Every person or entity who is a record owner of a fee or undivided fee interest in any lot within the Development, 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 V

The corporation shall have one class of voting membership, comprised of all members, whose voting rights shall be as set forth in the Declaration of Covenants, Conditions and Restrictions for the Development and in the Bylaws of the corporation.

ARTICLE VI

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.

ARTICLE VII

This corporation is intended to qualify as a homeowners association under the applicable provisions of Section 528 of the United States *Internal Revenue Code* ("IRC") and of Section 23701t of the *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be amended from time to time. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in IRC Section 528 and R&TC Section 23701t with respect to the acquisition, construction, or provision for management, maintenance, and care of the corporation property, and other than by rebate of excess membership dues, fees, or assessments. So long as there is any lot or parcel for which the corporation is obligated to provide management, maintenance, preservation, or control, the corporation shall not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the members. In the event of the dissolution, liquidation, or winding-up of the corporation, upon or after termination of the Development, in accordance with provisions of the Declaration, the corporation's assets remaining after payment, or provision for payment, of

all debts and liabilities of the corporation shall be divided among and distributed to its members in accordance with their respective rights therein.

ARTICLE VIII

Any amendments to these Restated Articles of Incorporation shall require approval by the affirmative vote or written consent of members representing at least a majority of the total voting power of the corporation and the majority vote of the Board of Directors.

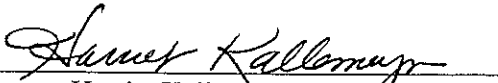
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members pursuant to the order of the Superior Court of California in and for the County of Sacramento, dated October 28, 2009, a copy of which is attached hereto as Exhibit "A"

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

Executed on Nov. 4, 2009.



Pat Sandlin, President



Harriet Kallemeyn, Secretary

EXHIBIT "A"

FILED
ENDORSED

West
09 OCT 28 PM 4: 02

SACRAMENTO COURTS
DEPT. #53

1 Darren M. Bevan, Esq., State Bar No 215861
2 John D Hansen, Esq., State Bar No 261542
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4 895 University Avenue
5 Sacramento, CA 95825
6 Telephone (916) 669-3500
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8 Attorneys for Petitioner
9 RIVER CITY COMMONS ASSOCIATION

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SUPERIOR COURT OF CALIFORNIA
COUNTY OF SACRAMENTO

In the Matter of RIVER CITY
COMMONS ASSOCIATION, a
California nonprofit mutual benefit
corporation,

Petitioner,

Case No. 2009-00056524-CU-PT

**ORDER GRANTING PETITION
TO REDUCE REQUIRED VOTING
PERCENTAGE**
[Civil Code Section 1356 and
Corporations Code Section 7515]

HEARING:

Date: OCTOBER 1, 2009

Time: 2:00 P.M.

Dept.: 53

Petitioner, RIVER CITY COMMONS ASSOCIATION (the "Association") Petition to Reduce Required Voting Percentage to adopt the proposed Restated Declaration of Conditions, Covenants and Restrictions of River City Commons (the "Restated Declaration") pursuant to Civil Code Section 1356 and the Restated Articles of Incorporation of River City Commons (the "Restated Articles") pursuant to Corporations Code Section 7515 came on for hearing on October 1, 2009, at 2:00 p.m., in Department 53 of the above-titled Court. Petitioner appeared by and through its counsel, Darren M. Bevan of Baydalne & Jacobsen LLP.

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1 The Court, having reviewed and considered the Petition, the Declarations filed therewith, the
2 briefs submitted, the records on file herein, and the oral and documentary evidence presented at the
3 hearing in this matter, including the opposition presented by Ruth McElhinney finds that the allegations
4 of the Petition are true and accurate and that:

5 1. Petitioner gave at least fifteen (15) days written notice of the hearing to all
6 Association members and to all others entitled to such notice.

7 2. The balloting on the proposed Restated Declaration and proposed Restated
8 Articles was conducted in accordance with all applicable provisions of the Association's governing
9 documents and California law.

10 3. Petitioner made a reasonably diligent effort to permit all eligible members to vote
11 on the Restated Declaration and Restated Articles, and that it is impracticable and unduly difficult to
12 obtain the necessary approval of the members.

13 4. Owners having more than 59% of the Association's total voting power voted in
14 favor of adoption of the Restated Declaration and Restated Articles, 116 of the Association's 196 total
15 memberships voted in favor of the adoption of the Restated Declaration and Restated Articles.

16 5. The Restated Declaration and Restated Articles are reasonable.

17 6. The granting of this Petition is not improper for any reason stated in California
18 Civil Code Section 1356(e).

19 Good cause appearing,

20 **IT IS ORDERED that:**

- 21 1. The Petition is granted.
22 2. All objections with respect to the Petition were overruled.
23 3. The requirement in the Declaration of Covenants, Conditions and Restrictions
24 recorded on July 31, 1978, as document number 780731 of the official records of Sacramento County,
25 California, that 75% of the Association's total voting power must approve the Restated Declaration is
26 hereby dispensed with. Approval of the Restated Declaration is hereby decreed by virtue of the number
27 of affirmative votes actually received by Petitioner in favor of the adoption of the Restated Declaration.
28

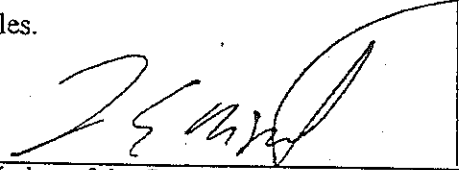
1 4 The requirement in the Articles of Incorporation of River City Commons
2 Association, filed July 31, 1978 in the office of the Secretary of State of the State of California, that 75%
3 of the Association's total voting power must approve the Restated Articles is hereby dispensed with.
4 Approval of the Restated Articles is hereby decreed by virtue of the number of affirmative votes actually
5 received by Petitioner in favor of the adoption of the Restated Articles

6 5 Restated Declaration shall be effective when recorded in the Official Records of
7 Sacramento County, together with a copy of this Order. The President and the Secretary of the
8 Association shall execute the Restated Declaration. Upon such recordation, the Restated Declaration
9 shall have the same force and effect as if it had been adopted pursuant to the requirements specified in
10 the Declaration

11 6. Restated Articles shall be effective when filed in the office of the Secretary of
12 State, together with a copy of this Order. The President and the Secretary of the Association shall
13 execute the Restated Articles. Upon such filing, the Restated Articles shall have the same force and
14 effects as if it had been adopted pursuant to the requirements specified in the Articles.

15 7. Petitioner shall notify its members that the Restated Declaration and Restated
16 Articles have been recorded and filed, respectively, by furnishing a copy of the recorded Restated
17 Declaration and filed Restated Articles to each member within sixty (60) days of Petitioner's receipt of
18 the recorded Restated Declaration and Restated Articles.

19
20 Dated: OCT 28 2009



Judge of the Superior Court
LOREN E. McMASTER

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22 5954 02/369794 2



If this document contains any restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, national origin, source of income as defined in subdivision (p) of Section 12955, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.2 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.