

State of California
Secretary of State



I, DEBRA BOWEN, 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

OCT 27 2007

DEBRA BOWEN
Secretary of State

RESTATED

OCT 16 2007

ARTICLES OF INCORPORATION

PALOMINO LAKES PROPERTY OWNERS' ASSOCIATION

The undersigned hereby certify that:

1. They are the President and Secretary, respectively, of Palomino Lakes Property Owners' Association ("Association").
2. The following Restated Articles were adopted by the requisite vote of the Board of Directors and the members of the Association as the Restated Articles of Incorporation of Palomino Lakes Property Owners' Association:

RESTATED ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation (hereinafter called the "Corporation" or the "Association") is **PALOMINO LAKES PROPERTY OWNERS' ASSOCIATION**. The Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

ARTICLE II

A. 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 elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

B. The specific purpose of this corporation is to provide for management, administration, maintenance, preservation, and architectural control of the Common Area within a certain property commonly known as Palomino Lakes, a Planned Development, situated in unincorporated Sonoma County, California, and to promote the health, safety, and welfare of all the residents within the property and any additions to the property as may be brought within the jurisdiction of this Association for this purpose, all according to that certain Declaration of Covenants, Conditions and Restrictions for Palomino Lakes, a Planned Development ("Declaration") recorded with respect to the property in the Office of the Recorder of Sonoma County, as required by California Civil Code §1352.

ARTICLE III

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 IV

The Association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

ARTICLE V

This Association is intended to qualify as an owners association under the applicable provisions of the Internal Revenue Code and the California Revenue and Taxation Code. No part of the net earnings of this organization 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 Association property, and other than by a rebate of excess membership dues, fees, or Assessments. As long as there is any Unit or parcel for which the Association is obligated to provide management, maintenance, preservation, or control, the Association shall not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of 100 percent of the Members. In the event of the dissolution, liquidation, or winding up of the Association, upon or after termination of the Project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be divided among and distributed to the Members in accordance with their respective rights in the Project.

ARTICLE VI

The nine-digit zip code of the common interest development is 95425-4306. The front street and the nearest cross street to the common interest development are Palomino Road and River Road, respectively. The Association does not currently employ professional management.

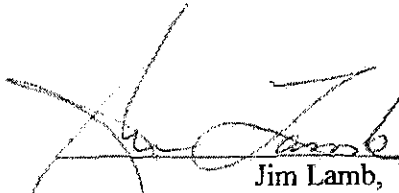
ARTICLE VII

These Articles may be amended in their entirety 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 Association. However, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

3. The foregoing Restated Articles of Incorporation has been duly approved by:
- (a) the board of directors; and,
 - (b) the required vote of the members.

The undersigned 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.

DATE: September 12, 2007



Jim Lamb, President



Richard Corriea, Secretary

