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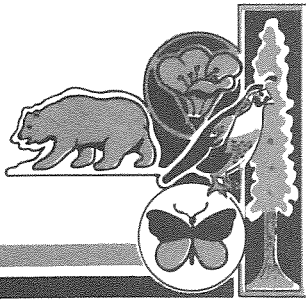
WEINTRAUB GENSHLEA & SPROUL
Law Corporation
P.O. Box 15208
Sacramento, CA 95851-0208

Attention: Curtis C. Sproul, Esq.

91-009928		Rec Fee	13.00
		Check	13.00
Recorded			
Official Records			
County of			
Placer			
Mary Ann Hulse			
Recorder			
11:39am 25-Feb-91			
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(Space Above For Recorder's Use)

CERTIFIED COPY
ARTICLES OF INCORPORATION
OF
ASPEN GROVE CONDOMINIUM ASSOCIATION



State
of
California
OFFICE OF THE SECRETARY OF STATE

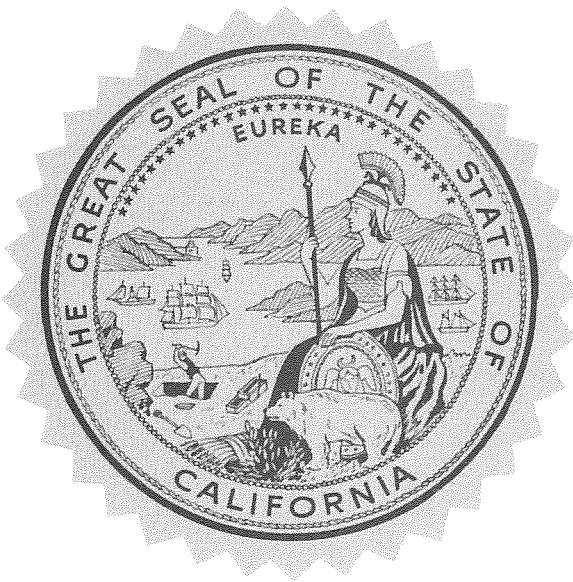
CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

FEB 11 1991



March Fong Eu

Secretary of State

1680880

ARTICLES OF INCORPORATION
OF
ASPEN GROVE CONDOMINIUM ASSOCIATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

FEB 11 1991

MARCH FONG EU, Secretary of State

I

The name of this corporation is ASPEN GROVE CONDOMINIUM 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 of activity for which a corporation may be organized under such law. More specifically, the corporation will repair, maintain and manage common areas, enforce the rules and regulations as adopted by the Board of Directors from time to time, and discharge such other lawful duties and responsibilities as may be required pursuant to the corporation's Bylaws and the First Restated Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded in the Office of the Recorder of Placer County, State of California, with respect to that certain condominium development located within said county and commonly referred to as Aspen Grove.

III

The name and address in this state of the corporation's initial agent for service of process are Peter Miller, Aspen Center, 6797 Northstar Drive, Truckee, California 95734.

IV

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.

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 purpose of this corporation.

VI

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 to dues and assessments and the methods of collection thereof, shall be as provided for in the Bylaws of this corporation and the Declaration.

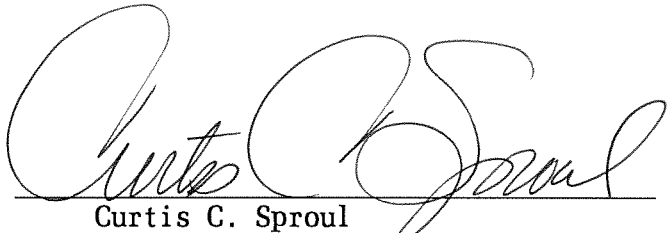
VII

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; and (ii) a majority of the voting power of the members.

VIII


The name of the existing unincorporated association, now being incorporated by the filing of these articles is Aspen Grove Condominium Association.

DATED: 2-11-91.

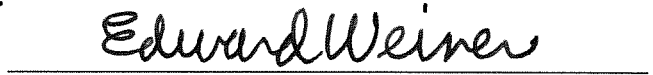

Curtis C. Sproul
Incorporator

JOAN BAKER and EDWARD WEINER declare under penalty of perjury under the laws of the State of California that they are the president and secretary, respectively of ASPEN GROVE CONDOMINIUM ASSOCIATION, the unincorporated association referred to in the articles of incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said articles.

DATED: 1/29/91.


JOAN BAKER, President

DATED: 1/30/91.


EDWARD WEINER, Secretary

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ASPEN GROVE CONDOMINIUM ASSOCIATION
A California nonprofit mutual benefit corporation**

The directors of ASPEN GROVE CONDOMINIUM ASSOCIATION hereby take the following actions by unanimous written consent to complete the organization of this corporation.

1. Articles of Incorporation and Agent for Service of Process. The Articles of Incorporation of the corporation were filed in the office of the California Secretary of State on February 11, 1991 and a copy of said Articles shall be placed in the minute book of the corporation.

2. Peter Miller, named as the initial agent for service of process in the Articles of Incorporation of this corporation, is hereby confirmed as the corporation's agent for the purpose of service of process.

3. Bylaws. Curtis C. Sproul, acting in his capacity as incorporator of the corporation pursuant to section 7134 of the California Corporations Code, adopted the amended bylaws of the Association (now known as First Restated Bylaws) for the regulation of the affairs of the corporation. The First Restated Bylaws were previously presented to the members for a vote, and the members approved the First Restated Bylaws by an affirmative vote of 66-2/3. The directors hereby ratify and affirm the incorporator's action in adopting the First Restated Bylaws.

4. Corporate Seal. A corporate seal shall be adopted as the seal of this corporation in the form of two concentric circles, with the name of the corporation and state of incorporation between the two circles and the date of incorporation within the inner circle. Mr. Sproul, as Incorporator, is directed to order the seal and deliver it to the corporation's principal office.

5. Election of Officers. The following persons are elected to the offices indicated:

President	- Joan Baker
Vice President	- Elizabeth Reagor
Secretary	- Edward Weiner
Treasurer	- Robert Nigra

6. Bank Resolutions. The following banking resolutions are adopted:

RESOLVED, that the president and secretary of this corporation, acting together, are hereby authorized:

(a) To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of this corporation;

(b) To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts, with any such depository;

(c) To cause to be deposited in such accounts with any such depository, from time to time, such funds, including, without limitation, cash and cash equivalents, of this corporation as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of this corporation who will be authorized to make such deposits and to endorse checks, drafts, or other instruments for such deposit;

(d) From time to time to designate or change the designation of the officer or officers and agent or agents of this corporation who will be authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of this corporation against any funds deposited in any of such accounts, and to revoke any such designation;

(e) To authorize the issue of facsimile signatures for the signing and countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;

(f) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and

(g) To complete, execute and/or certify any customary printed blank signature card forms in order conveniently to exercise the authority granted by this resolution and any resolutions printed thereon shall be deemed adopted as a part hereof.

RESOLVED, FURTHER, that all specific forms of resolutions required by any such depository as presented to this meeting, not inconsistent with these resolutions, are hereby adopted in the form provided by the depository, and the secretary of this corporation is hereby authorized to certify such resolutions as having been adopted at this meeting and is directed to insert the form of such resolutions in the minute book immediately following the minutes of this meeting.

RESOLVED, FURTHER, that any such depository to which a copy certified by the secretary or an assistant secretary of this corporation of these resolutions shall have been delivered shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Board of Directors of this corporation.

7. Establishment of Fiscal Year. The fiscal year of this corporation shall end on December 31 of each year.

8. Appointment of Accountants. This corporation hereby appoints _____, to serve at the pleasure of the Board of Directors of this corporation, to assist the corporation in establishing its books of account, to audit its financial statements, and otherwise to advise this corporation in connection with accounting matters.

9. Tax Filings. Curtis C. Sproul, as legal counsel for this corporation, is hereby directed to take all steps necessary for obtaining

exemption from California franchise tax for the corporation under section 23701t of the California Revenue and Taxation Code.

10. Employer Identification Number. The president of this corporation is authorized and directed to execute a Form SS-4, Application for Employer Identification Number and to take such further action as may be necessary to secure for the corporation a federal Employer Identification Number.

11. Other Filings. Each of the officers of this corporation is authorized and directed to make such filings and applications including, without limitation, the statement concerning officers and directors required by section 8210 of the California Nonprofit Mutual Benefit Corporation Law, to execute and deliver such documents and instruments, and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations and permits as are necessary or desirable for the corporation's activities, to fulfill such legal requirements as are applicable to this corporation or its activities or to complete the organization of this corporation.

NAME OF DIRECTOR

DATE OF EXECUTION

<u>Joan Baker</u> Joan Baker/President	<u>April 8</u> , 1991
<u>Elizabeth Reager</u> Elizabeth Reager/V. President	<u>4/17</u> , 1991
<u>Edward Weiner</u> Edward Weiner/Secretary	<u>4/13</u> , 1991
<u>Robert Nigra</u> Robert Nigra/Treasurer	<u>04-10-91</u> , 1991
<u>Leo Saunders</u> Leo Saunders/Member	<u>4-16-91</u> , 1991