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# MEMBER DRAFT 1/24/2017

## EXHIBIT A

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### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TAHOE DONNER ASSOCIATION

#### ARTICLE 1            NAME

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The name of the corporation is TAHOE DONNER ASSOCIATION (hereinafter called the "Corporation").

#### ARTICLE 2            ORGANIZATION, PURPOSE, AND POWERS                                  OF THE CORPORATION

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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, and the specific primary purposes for which it is formed are:

- (i) to provide for protection, preservation, and architectural control and the suitability to the mountain environment of the residence Lots and Units, and to ensure the maintenance of the Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real property located in the Town of Truckee, County of Nevada, State of California, described in **Exhibit B**, attached hereto and incorporated herein by this reference.
- (ii) to provide for the management, administration, and operation of the above-described property comprising Tahoe Donner a planned development and a common interest development and the business and affairs of the Corporation,
- (iii) to promote the health, safety, welfare, and interests of all owners of property and residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Corporation, and to promote Tahoe Donner's relationship to the surrounding community, and

1  
2 (iv) to take such action as in the judgment of the Board of Directors shall be  
3 necessary or proper or incidental to the foregoing purposes of the  
4 Corporation.  
5

6  
7 **ARTICLE 3 STATEMENT REQUIRED BY CIVIL CODE SECTION 4280 AND**  
8 **CORPORATIONS CODE 7130(e)**  
9

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10 The Corporation is an association formed to manage a common interest  
11 development under the *Davis-Stirling Common Interest Development Act*.  
12

13 The business or corporate office of the Corporation is as follows:  
14

15 11509 Northwoods Boulevard  
16 Truckee, CA 96161  
17

18 The physical location of the common interest development is:  
19

20 11509 Northwoods Boulevard  
21 Truckee, CA 96161  
22

23 The Corporation does not have a managing agent as defined in *Civil Code*  
24 section 4158(a).  
25  
26

27 **ARTICLE 4 MEMBERSHIP**  
28

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29 Every person or entity that is a record owner of a fee or undivided fee interest in  
30 any Lot within the real property described in Article 2 hereof, which is subject by  
31 covenants of record to assessment by the Corporation, including contract sellers,  
32 shall be a Member of the Corporation. The foregoing is not intended to include  
33 persons or entities who hold an interest merely as security for the performance of  
34 an obligation. Membership shall be appurtenant to, and may not be separated  
35 from, ownership of any Lot which is subject to assessment by the Corporation.  
36  
37

38 **ARTICLE 5 VOTING RIGHTS**  
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40 The Corporation shall have one (1) class of voting membership, comprised of all  
41 Members, whose voting rights shall be as set forth in the Bylaws of the  
42 Corporation.  
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45

1 **ARTICLE 6 BOARD OF DIRECTORS**  
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3 The affairs of this Corporation shall be managed by a Board of Directors. The  
4 number of directors, their qualifications, and the manner of their selection shall  
5 be as set forth in the Bylaws of the Corporation.  
6

7  
8 **ARTICLE 7 LIMIT ON POWERS; TAXATION**

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9  
10 This Corporation shall not, except to an insubstantial degree, engage in any  
11 activities or exercise any powers which are not in furtherance of the primary  
12 purposes of this Corporation. This Corporation is intended to qualify as a  
13 Homeowners Association under the applicable provisions of Section 528 of the  
14 United States *Internal Revenue Code* ("IRC") and of Section 23701t of the  
15 *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be  
16 amended from time to time. No part of the net earnings of this Corporation shall  
17 inure to the benefit of any private individual, except as expressly provided in IRC  
18 Section 528 and R&TC Section 23701t with respect to the acquisition,  
19 construction, or provision for management, maintenance, and care of the  
20 Corporation property, and other than by rebate of excess membership dues,  
21 fees, or assessments.  
22

23  
24 **ARTICLE 8 DISSOLUTION**

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25  
26 So long as there is any lot or parcel for which the Corporation is obligated to  
27 provide management, maintenance, preservation, or control, the Corporation  
28 shall not transfer all or substantially all of its assets or file a certificate of  
29 dissolution without the approval of one hundred percent (100%) of the Members.  
30 In the event of the dissolution, liquidation, or winding-up of the Corporation, upon  
31 or after termination of the development in accordance with provisions of the  
32 recorded declaration governing the property comprising the development, the  
33 Corporation's assets remaining after payment, or provision for payment, of all  
34 debts and liabilities of the Corporation shall be divided among and distributed to  
35 its Members in accordance with their respective rights therein.  
36

37  
38 **ARTICLE 9 AMENDMENTS**

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39  
40 Any amendments to these Amended and Restated Articles of Incorporation shall  
41 require the approval of the Board of Directors and the approval by the affirmative  
42 vote or written consent of Members representing at least a majority of the total  
43 voting power of the Corporation.  
44  
45

1 **ARTICLE 10** **DEFINED TERMS**

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Capitalized terms appearing herein shall have the meaning set forth in the Bylaws.

**EXHIBIT B**

**Legal Description of the Property Comprising the Development  
Subject to This Declaration**

A. Property other than Common Areas or Other Association Real Property:

UNIT 1 Lots 1 through 183 and Lots 185 through 499 inclusive of Tahoe Donner Unit 1, as shown on the Official Map thereof, filed in the office of the Nevada County Recorder on April 13, 1971 in Book 4 of Subdivisions Maps, Page 21.

UNIT 2 Lots 1 through 51, Lots 55 through 140, and Lots 142 through 427, inclusive of Tahoe Donner Unit 2, as shown on the Official Map thereof, filed in the office of the Nevada County Recorder on May 26, 1971 in Book 4 of Subdivision Maps, at Page 23. Lots 4, 23, 24, 25, 26, 27, 28, 424, 425, 426, and 427 are commercial lots. Lot 141 is privately owned and not part of Tahoe Donner Association.

UNIT 3 Lots 1 through 10, 16 through 256 and 260 through 549 inclusive of Tahoe Donner Unit 3, as shown on the Official Map thereof, filed in the office of the Nevada County Recorder on August 11, 1971, in Book 4 of Subdivision Maps, at Page 25. Lots 28, 29, 65, 66 and 79 are commercial lots.

UNIT 4 Lots 1 through 643, inclusive of Tahoe Donner Unit 4, as shown on the Official Map thereof, filed in the Office of the Nevada County Recorder on November 23, 1971, in Book 4 of Subdivision Maps, at Page 27.

UNIT 5 Lots 1 through 555, inclusive of Tahoe Donner Unit 5, as shown on the Official Map thereof, filed in the office of the Nevada County Recorder on August 23, 1972, in Book 4 of Subdivision Maps, at Page 36.

UNIT 6 Lots 1 through 640 inclusive of Tahoe Donner Unit 6, as shown on the Official Map thereof, filed in the office of the Nevada County Recorder, on May 10, 1972, in Book 4 of Subdivision Maps, at Page 34.

UNIT 7 Lots 1 through 356, inclusive of Tahoe Donner Unit 7, as shown on the Official Map thereof, filed in the office of the Nevada County Recorder, on August 23, 1972, Book 4 of Subdivision Maps, at Page 37.

UNIT 8 Lots 1 through 237 and 240 through 608, inclusive of Tahoe Donner Unit 8, as shown on the Official Map thereof, filed in the office of the Nevada County Recorder, on March 13, 1973, in Book 4 of Subdivision Maps, at Page 43.

1 UNIT 9 Lots 1 through 338 and Lots 342 through 654, inclusive of Tahoe Donner Unit 9,  
2 as shown on the Official Map thereof, filed in the office of the Nevada County Recorder on  
3 September 7, 1973, in Book 4 of Subdivision Maps, at Page 57.

4  
5 UNIT 10 Lots 1 through 488 inclusive of Tahoe Donner Unit 10, as shown on the Official  
6 Map thereof, filed in the office of the Nevada County Recorder on July 5, 1973, in Book 4 of  
7 Subdivision Maps, at Page 55.

8  
9 UNIT 11 Lots 1 through 170 and Lots 173 through 517 inclusive of Tahoe Donner Unit  
10 11, as shown on the Official Map thereof, filed in the office of the Nevada County  
11 Recorder, on January 3, 1973, in Book 4 of Subdivision Maps, at Page 41.

12  
13 "TAHOE DONNER SKI BOWL CONDOMINIUMS", and the "TAHOE DONNER LODGE  
14 CONDOMINIUMS", all real property lying within the unincorporated territory of Nevada  
15 County, California, and situated in Section 1, Township 17 North, Range 15 East, M.D.B.  
16 & M., and more particularly described as Lot 64 and a portion of Parcel R of Tahoe Donner  
17 Unit 3 as said lot and parcel are so designated and shown on the Official Map thereof, filed  
18 in the office of the Nevada County Recorder, on August 11, 1971, in Book 4 of Subdivision  
19 Maps, at Page 25.

20  
21 "TAHOE DONNER GOLF CLUB CONDOMINIUMS", as shown upon the Official Map  
22 thereof, filed in the office of the Nevada County Recorder, on June 13, 1974, in Book 5 of  
23 Subdivisions at Page 11.

24  
25 UNIT 3 Lot 259, (the Nevada County maintenance site).

26  
27 UNIT 10 Parcel B (proposed school site).

28  
29 UNIT 11 Parcel K (fire station site).

30  
31 B. Common Areas:

32  
33 "Golf Course Facilities", Parcels 1 and 2, as shown on the Official Map thereof, filed in  
34 the office of the Nevada County Recorder, on September 15, 1976, in Book 10 of Parcel  
35 Maps, at Page 178.

36  
37 "Marina", as described in the deed recorded with the Nevada County Recorder on April  
38 30, 1976, as document No. 7664, in Book 789, at Page 686.

39  
40 UNIT 1: Parcel A through N, inclusive and Lot 184 of Tahoe Donner Unit 1 as shown on  
41 the Official Map thereof, filed in the office of the Nevada County Recorder, on April 13,  
42 1971, in Book 4 of Subdivision Maps, Page 21.

1 UNIT 2: Parcels A through L, inclusive and Parcel N of the Tahoe Donner Unit No. 2 as  
2 shown on the Official Map thereof, filed in the office of the Nevada County Recorder, on  
3 May 26, 1971, in Book 4 of Subdivision Maps, Page 23.

4  
5 "Trout Creek Condo Property" (formerly Lots 428 through 439 of Tahoe Donner Unit 2 as  
6 shown on the Official Map thereof, filed in the office of the Nevada County Recorder on  
7 May 26, 1971, in Book 4 of Subdivision Maps, at Page 23) and as further described in  
8 the deed recorded November 22, 1988, series No. 88-31745.

9  
10 "Northwoods Clubhouse Facilities" All property as shown on the parcel map recorded  
11 with the Nevada County Recorder, on October 22, 1980, in Book 15 of Parcel Maps, at  
12 Page 31. (This property includes former Lots 52, 53 and 54 of Tahoe Donner Unit 2.)

13  
14 UNIT 3: A portion of Parcel R ("Ski Area Day Lodge") of Unit 3, as shown on the Official  
15 Map thereof, filed in the office of the Nevada County Recorder, on August 11, 1971, in  
16 Book 4 of Subdivision Maps, at Page 25.

17  
18 Lots 28 and 79 ("Ski Area Parking Lots) of Tahoe Donner Unit 3, as shown on the  
19 Official Map thereof, filed in the office of the Nevada County Recorder, on August 11,  
20 1971, in Book 4 of Subdivision Maps, at Page 25.

21  
22 "Maintenance Facility", Parcels 1, 2 and 3 as shown on the parcel map (formerly Tahoe  
23 Donner Unit 3, Lots 257, 258 and Lots 172, 173 of Unit 11 as shown on the Official Map  
24 thereof, filed in the office of the Nevada County Recorder, on August 11, 1971, in Book  
25 4 of Subdivision Maps, at Page 25) filed in the office of the Nevada County Recorder,  
26 on December 28, 1979, in Book 17 of Parcel Maps, at Page 38.

27  
28 Parcels A through N inclusive and Parcels U and V, as shown on the Official Map of  
29 Tahoe Donner Unit 3, filed in the office of the Nevada County Recorder, on August 11,  
30 1971, in Book 4 of Subdivision Maps at Page 25.

31  
32 Lots 11, 12, 13, 14 and 15 of Tahoe Donner Unit 3, as shown on the Official Map  
33 thereof, filed in the office of the Nevada County Recorder, on August 11, 1971, in Book  
34 4 of Subdivision Maps, at Page 25.

35  
36 "Alder Creek Picnic Area" Parcels 1 and 2 as described in the deed recorded in the  
37 office of the Nevada County Recorder on November 24, 1975, as document No. 21094,  
38 in Book 767 at Page 637.

39  
40 UNIT 4: Parcels A through M, inclusive of Tahoe Donner Unit 4, as shown on the  
41 Official Map thereof, filed in the office of the Nevada County Recorder on November 23,  
42 1971, in Book 4 of Subdivision Maps, at Page 27.

1 UNIT 5: Parcels A through H inclusive and Parcel L (Boat Storage Lot) within Tahoe  
2 Donner Unit 5, as shown on the Official Map thereof, filed in the office of the Nevada  
3 County Recorder on August 23, 1972, in Book 4 of Subdivision Maps, at Page 36.

4  
5 UNIT 6: Parcels A through N, inclusive and Parcel P ("The Equestrian Center") located  
6 within Tahoe Donner Unit 6, as shown on the official Map thereof, filed in the office of the  
7 Nevada County Recorder, on May 10, 1972, in Book 4 of SUBDIVISION Maps, at Page 34.

8  
9 UNIT 7: Parcels A through K inclusive and Parcel L ("The Campground") located within  
10 Tahoe Donner Unit 7, as shown on the Official Map thereof, filed in the office of the  
11 Nevada County Recorder, on August 23, 1972, Book 4 of Subdivision Maps, at Page  
12 37.

13  
14 UNIT 8: parcels A through H inclusive, Parcels J through Y inclusive and lots 238 and  
15 239, located within Tahoe Donner Unit 7, as shown on the Official Map thereof, filed in  
16 the offices of the Nevada County Recorder on March 13, 1973, in Book 4 of  
17 Subdivision Maps, at Page 43.

18  
19 UNIT 9: Lots 339, 340 and 341 and Parcels B through F, inclusive, Parcels H through N  
20 inclusive, Parcel O, and Q through W, inclusive, located within Tahoe Donner Unit 9, as  
21 shown on the Official Map thereof, filed in the office of the Nevada County Recorder on  
22 September 7, 1973, in Book 4 of Subdivision Maps, at Page 57.

23  
24 UNIT 10: Parcel A, and Parcels C through K inclusive, located within Tahoe Donner  
25 Unit 10, as shown on the Official Map thereof, filed in the office of the Nevada County  
26 Recorder on July 5, 1973, in Book 4, of Subdivision Maps, at Page 55.

27  
28 UNIT 11: Parcels A through K inclusive and Parcel J located within Tahoe Donner Unit 11,  
29 as shown on the Official Map thereof, filed in the Office of the Nevada County Recorder on  
30 January 3, 1973, in Book 4 of Subdivision Maps, at Page 41.

31  
32 C. Other Association Real Property:

33  
34 "2,000 Acres", Parcels 1 and 2 as described in the deed recorded with the Nevada  
35 County Recorder on July 7, 1982, series No. 82-15361  
36 (A.P.N.: 16-060-12; 16-060-14; 16-060-15; 16-060-16; 17-020-05; 17-020-06; and 17-  
37 020-27)

38  
39 All the real property as described in the deed recorded in the Office of the Nevada  
40 County Recorder on February 17, 2012, Document No. 20120004305.  
41 (A.P.N.: 16-060-22 and 16-060-13, Euer Grant)

42  
43 All the real property as described in the deed recorded in the Office of the Nevada  
44 County Recorder on October 25, 2011, Document No. 20110025265.  
45 (A.P.N.: 16-060-20 and 16-060-23, Euer Grant)

1  
2 All the real property as described in the deed recorded in the Office of the Nevada  
3 County Recorder on February 16, 2012, Document No. 20120004255.  
4 (A.P.N.: 17-020-34, Rosamond Grant)  
5  
6 Parcels One through Ten, inclusive, as described in the deed recorded in the Office of  
7 the Nevada County Recorder on June 4, 2010, Document No. 20100013062.  
8 (A.P.N.: 18-180-01, 02, 03; 18-200-02 thru 21; 18-210-02 thru 21; 18-220-02 thru 22;  
9 18-230-02 thru 22; 18-240-02 thru 19; 18-250-02 thru 19; 18-260-02 thru 09, 11 thru 15,  
10 20 and 22 thru 27; 18-270-02 thru 07, 09 thru 21 and 27; 18-280-02 thru 20, 22, 23 and  
11 27; 18-290-02 thru 02, 10 thru 25; 18-320-06 thru 07, 10 thru 12, 14 thru 16, 20 thru 24,  
12 26, 28, 31, 34 thru 37, 39, 40, 49, 50, 59, 60; 18-330-02, 03, 06, 08, 09, 10, 11, 13 thru  
13 16, 20, 26 thru 30 and 34; 18-382-21, Sinclair Grant)  
14  
15 Tract One Parcels I, II and III, and Tract Two, as described in the deed recorded in the  
16 Office of the Nevada County Recorder on May 12, 2016, Document No. 20160009902.  
17 (A.P.N.: 16-060-02-000; 16-060-18-000; 16-060-17-000, Crabtree Canyon)  
18  
19 Parcels One and Two, as described in the deed recorded in the Office of the Nevada  
20 County Recorder on June 3, 2011, Document No. 20110013213.  
21 (A.P.N.: 18-101-10, McGlasham Springs)  
22