

BYLAWS OF
TAHOE TALLAC ASSOCIATION

ARTICLE I. OFFICES

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business is located in the City of South Lake Tahoe, County of El Dorado, California, located at McGonagle House, Tallac Site, Highway 89, South Lake Tahoe, California.

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of El Dorado, California. Any such change shall be noted by the Secretary of these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification of Members

Section 2.01. The Corporation shall have one class of members only and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation.

Eligibility for Membership

Section 2.02. Any person, as defined in Section 5065 of the Corporations Code, is eligible to be a member of the Corporation.

Qualification of Members

Section 2.03. Any person, eligible for membership under Section 2.02 of these Bylaws, is qualified for membership only after such person has satisfied such qualification as the Board

of Directors may from time to time establish.

Admission to Membership

Section 2.04. Any person, eligible for membership under Section 2.02 of these Bylaws and qualified for membership under Section 2.03 of these Bylaws, shall be admitted to membership only on the approval of the Board of Directors or Membership Committee duly authorized, by resolution, to admit members of an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and on the payment of the application fee as hereinafter specified.

Application Fee

Section 2.05. There shall be a fee in such amount as may be determined from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Such application fee shall be nonrefundable.

Dues

Section 2.06. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues. The Board of Directors may consider such factors as age and income status in the establishment of application fees and dues to be paid prior to admission to membership status.

Assessments

Section 2.07. Memberships shall be nonassessable.

Number of Members

Section 2.08. There shall be no limit on the number of members the Corporation may admit.

Transferability of Membership

Section 2.09. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Membership Book

Section 2.10. The Corporation shall keep in written form or in any form capable of being converted into written form a membership book containing the name, address, phone number and post office box of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth herein. *file*

Inspection Rights of Members

Demand

Section 2.11. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporation's Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.11(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable

times, on five (5) business days' prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection set forth in Section 2.11(a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to such person's interest as a member;

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

Alternative Method of Achieving Purpose

(c) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.11(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.11(a) of these Bylaws shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it

offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.11(a) of these Bylaws.

Nonliability of Members

Section 2.12. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Termination of Membership

Section 2.13. (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a member;
- (4) The dissolution of corporate members; and
- (5) The nonpayment of dues subject to the limitations set forth in hereinafter.

Nonpayment of Dues

(b) The membership of any member who fails to pay his or her dues when due and within thirty (30) days thereafter shall automatically terminate at the end of such thirty (30) day period, provided such member was given a fifteen (15) days' prior written notice of the termination stating the reasons therefor and the timely opportunity to heard on the matter of the termination. Notice that annual dues are payable and that membership rights shall terminate thirty (30) days after the said due date shall be sufficient compliance with the notice requirement hereinabove. The notice shall be given personally to such member or sent by first class mail to the last address of such member as shown on the records of the Corporation.

Effect of Termination

(c) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Date and Time

Section 3.02. The members shall meet annually on the _____ beginning with the year 1982, at 7:00 p.m., for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are hereinafter fixed. If the election shall not occur at any such meeting of the members or without a meeting by written ballot pursuant to these Bylaws the Board shall, or five (5) percent of the members may, cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding business day.

Special Meetings

Section 3.03. Special meetings of members shall be called by the Board of Directors or the President of the Corporation and held at such place within the State of California as is fixed hereinabove for regular meetings of the members, or at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Where the purpose of the special meeting is the removal of Directors and the election of their replacements, five (5) percent or more of the members of the Corporation may call special meetings for such purpose.

Notice of Meetings

Section 3.04. Written notice of every meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, 30 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. The Secretary of the Corporation shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President

of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

When a members' meeting is adjourned to another time or place, and if the adjournment is for more than forty-five (45) days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Contents of Notice

Section 3.05. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents, and Approvals

Section 3.06. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum

Section 3.07. A quorum at any meeting of members shall consist of twenty (20) percent of the voting power, repre-

sented in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

Section 3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership

One Vote Per Member

Section 3.10. (a) Each member is entitled to one vote on each matter submitted to a vote of the members.

Indivisible Interest in Single Memberships

(b) Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(c) of these Bylaws relating to the voting of memberships in two or more names.

Memberships in Two or More Names

(c) Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a

partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxyholders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: if only one member votes, such act shall bind all members; and if more than one member vote, the act of the majority so voting shall bind all members.

Record Date of Membership

(d) The record date for the purpose of determining the members entitled to vote at and to notice of any meeting of members is forty-five (45) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is forty-five (45) days prior to such other action.

Cumulative Voting

(e) Cumulative voting shall not be authorized for the election of directors or for any other purpose.

Conduct of Meetings

Chairman

Section 3.11. (a) The President of the Corporation or Vice President or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation shall act as the

secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Rules of Order

(c) Sturgis Standard Code of Parliamentary Procedure, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, the law, or rules governing agenda, motions and related matters adopted by the Board of Directors of the Corporation.

Inspectors of Election

Appointment

Section 3.12. (a) In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any person so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

Duties

(b) The inspectors of election shall perform the following duties:

(1) Determine the number of voting memberships outstanding and the voting power of each, the number repre-

presented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;

- (2) Receive votes, ballots or consents;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

Vote of Inspectors

(c) If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Record and Certificate

(d) On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have not less than nine (9) nor more than twenty-one (21) Directors and this number shall be fixed from time to time within the limits specified in this Bylaw by an amendment to this Bylaw duly adopted by approval of the members.

Qualifications

Section 4.02. The Directors of the Corporation shall be residents of the geographical area commonly known as the Lake Tahoe Basin. With the exception of the initial Directors, the Directors shall also be members of the Corporation.

Terms of Office

Section 4.03. The term of office of each Director shall be one year or the unexpired portion thereof. In the event a Director is removed or ceases to act then and in that event his successor shall be elected for the unexpired balance of the term.

Nomination

Section 4.04. Any person qualified to be a Director under these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. The date for close of nominations for the Board shall be sixty (60) days before the day the Directors are to be elected. A nomination for the Board may not be made after the date set for close of nomination.

Election

Section 4.05. The Directors shall be elected at each annual meeting as prescribed herein. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for re-election provided they continue to meet the qualifications required herein.

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Compensation

Section 4.06. The Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses as may be approved by the Board.

Meetings

Call of Meetings

Section 4.07. (a) Meetings of the Board may be called by the President or any Vice President or the Secretary or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held at the principal office of the Corporation as specified in these Bylaws.

Time of Regular Meetings

(c) Regular meetings of the Board shall be held, without call or notice, immediately following each annual meeting of the members of the Corporation as set forth herein.

Special Meetings

(d) Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement,

the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

(g) Any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

(h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-

four (24) hours, notice of the adjournment to another place must be given prior to the time of the adjourned meeting to the Directors who were not present at the t the adjournment.

Action Without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 4.09. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
 - (2) The Director has been convicted of a felony;
- or
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.

Removal Without Cause

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members,

such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

Resignation of Director

Section 4.10. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board

Causes

Section 4.11. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filing Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

Filing Vacancies by Members

(c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Corporation shall be a President, a Vice President, a Secretary, Chief Financial Officer and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer ^{Treasurer} may serve concurrently as the President.

Appointment and Resignation

Section 5.02. The officers shall be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02. The Board shall cause an annual report

to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporate seal which shall be in a form and design to be approved by the Board of Directors. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect or impair the validity of any instrument.

ARTICLE VII. GENERAL CORPORATE MANAGEMENT

Section 7.01. The Corporation hereby adopts the policies, understandings, procedures and obligations of the Association for the Restoration of the Tallac Site as expressed in its various records which include but are not limited to minutes of Board of Directors meetings, minutes of general membership meetings, letters of understanding directed to or received from Department of Agriculture, United States Forest Service, Lake Tahoe Basin Management Unit and its agents through December 31, 1983, it being the intent of this Section that the Corporation shall and always not inconsistent with law or the policies of the Board of Directors of the Corporation as hereafter established, be operated in conformity to the policies, understandings, protocols, relationships, and obligations established on behalf of the Association for the Restoration of the Tallac Site.

Restoration

Executive Committee

Section 7.02. The business of the Corporation may be conducted through an Executive Committee. The Executive Committee shall be composed of not to exceed nine (9) persons. They shall be the President, Vice-President, Secretary-Treasurer and five (5) Directors chosen at an annual meeting by the full Board of Directors. The Executive Committee shall have all the authority of the full Board of Directors except as the Executive Committee may be restricted thereby. Executive Committee meetings shall be open to all members of the Corporation. The Executive Committee shall meet monthly throughout the year at such times and places as may be designated by the President. Notice of meetings of the Executive Committee shall be given at the home or regular place of business of the members of the Executive Committee by the President, Secretary or their agent. A quorum of the Executive Committee shall be required at all times for the conduct of business. A quorum shall be not less than five (5) natural persons.

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J. S. V. V.

Section 7.03. The Officers of the Corporation are authorized and directed to execute any and all documents necessary and appropriate to the orderly transfer of business from the Association for the Restoration of the Tallac Site to the Corporation.

Section 7.04. The first Officers and Directors of the Corporation are described in Exhibit "A" hereto.

CERTIFICATE OF SECRETARY
OF

TAHOE TALLAC ASSOCIATION
A California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprising twenty-one (21) pages, constitute the Bylaws of said

Not/CSH

corporation as duly adopted at a meeting of the Board of
Directors thereof held on January 17, 1984.

DATED: January 24, 1984

Erma E. Southern
Secretary

Patricia Amundsen
P.O. Box 14344
South Lake Tahoe, CA 95702

Director: Develops policy,
reviews performance of Presi-
dent and Executive Director

Michael N. Atwell
Attorney at Law
P.O. Box 8696
South Lake Tahoe, CA 95731

Director: Develops policy,
reviews performance of Presi-
dent and Executive Director

John Cefalu
P.O. Box 778
South Lake Tahoe, CA 95705

Director: Develops policy,
reviews performance of Presi-
dent and Executive Director

Dennis Crabb
P.O. Box 444
South Lake Tahoe, CA 95705

Director: Develops policy,
reviews performance of Presi-
dent and Executive Director

David Foster
P.O. Box 9505
South Lake Tahoe, CA

Director: Develops policy,
reviews performance of Presi-
dent and Executive Director

Historian, artist and volunteer

Private practice attorney, general
business corporate practice

Owner of commercial laundry, member
of City Council

City Attorney, City of South Lake
Tahoe

Professional artist and college
instructor

MPK-29-2000

**RESTATED ARTICLES OF INCORPORATION
OF THE TAHOE TALLAC ASSOCIATION UNDER
CALIFORNIA CORPORATIONS CODE 5819 (a)**

DAVID KURTZMAN and ERMA SOUTHERN do hereby certify that:

- 1. We are the President and the Secretary, respectively, of the Tahoe Tallac Association, a California public benefit corporation.**
- 2. That the Articles of Incorporation of the Tahoe Tallac Association shall be restated and amended to read as hereinafter set forth in full:**

ARTICLES OF INCORPORATION OF THE TAHOE TALLAC ASSOCIATION

I

The name of this corporation is the Tahoe Tallac Association.

II

A. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation is to develop and execute plans for the preservation and enhancement of Tahoe Basin historic sites, to assist in the administration of structures and grounds thereon, for community, cultural, and educational purposes, and to sponsor and administer historical, cultural, and educational activities on historic sites within the Tahoe Basin.

III

The name and address in the State of California for this corporation's initial agent for service of process is: Carol Spain, P.O. Box 1595, (2092 Lake Tahoe Blvd) South Lake Tahoe, California 95705.

IV

A. This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code

B. No substantial part of the activities of this corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V.

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation which is operated exclusively for educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

3. That the restatement of the articles of incorporation has been approved by the Board of Directors.

4. The Board of Directors alone was entitled to adopt the foregoing restatement for the reason that such restatement is required to conform the Articles to the legal requirements in accordance with an order of the California Franchise Tax Board and Corporations Code Section 9913.


David Kutzman
President



Erma Southern
Secretary

DECLARATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Restatement of Articles of Incorporation are true of his or her own knowledge and that this declaration was executed on July 12, 1986 at South Lake Tahoe, California.



David Kurtzman, President



Erma Southern, Secretary