

SISKIYOU COUNTY

AGREEMENT OF MERGER

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
MAR 4 - 1975
MARCII FONG EU, Secretary of State
By BILL HOLDEN
Deputy

This agreement dated this 22nd day of October, 1973 is made between BIG SPRINGS RANCHOS SUBDIVISION ASSOCIATION, INC. (hereinafter, "surviving corporation") and BIG SPRINGS RANCHOS SUBDIVISION NO. 2 ASSOCIATION, formerly BIG SPRINGS RANCHOS SUBDIVISION #2 ASSOCIATION (hereinafter, referred to as "absorbed corporation").

WHEREAS the surviving corporation is a California non-profit corporation incorporated on the first day of September, 1967;

AND WHEREAS, the absorbed corporation is a California non-profit corporation incorporated on the 22nd day of October, 1969;

THEREFORE, the parties to this agreement, in consideration of the mutual covenants contained herein, agree, subject to the approval of this agreement by the members of each of the parties, and subject to the terms and conditions set forth herein, that the absorbed corporation shall be merged into the surviving corporation.

1. On the effective date of the merger, except as otherwise provided herein, the surviving corporation shall cease to exist. All rights, powers, privileges and immunities of the absorbed corporation shall, without any other transfer, fully vest in the surviving corporation, and the surviving corporation shall succeed all debts and liabilities of the absorbed corporation as if it had itself incurred them.

2. The Articles of Incorporation of the surviving corporation shall be amended, as of the effective date of the merger, to read as set forth in Exhibit "A".

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3. The By-Laws of the surviving corporation shall be amended as set forth in Exhibit "B".

4. The officers and directors of the surviving corporation who are to hold office until new officers and directors are elected, shall be as set forth in Exhibit "C".

5. Until the effective date of the merger, neither party to this agreement shall without first obtaining the written consent of the other party, engage in any activity or transaction outside of its ordinary course of business.

6. The terms and conditions of this agreement shall be submitted to the members of each party for their approval. The merger shall become effective on filing of this agreement and of the certificates required by law with the Secretary of State of the State of California. If either of the parties, for any reason, fails to obtain the required approval of its members, or fails to carry out any other steps necessary for the consummation of this merger, the other party may elect to terminate this agreement by written notice. This agreement may also be terminated, prior to the effective date of the merger by mutual consent of the board of directors of the parties, or by resolution of the board of directors of either party, certified to the other party.

IN WITNESS WHEREOF the parties have caused this agreement to be executed in their names and under their seals pursuant to the authority given by their board of directors as of the date first written above.

BIG SPRINGS RANCHOS
SUBDIVISION NO. 2
ASSOCIATION

By *Oliver A. Smith*
President

By *John Cheen Chan*
Secretary

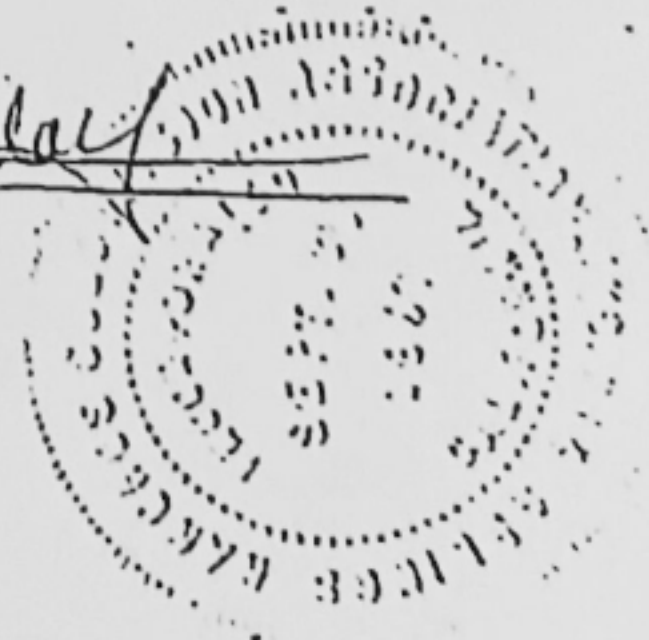
BIG SPRINGS RANCHOS
SUBDIVISION ASSOCIATION, INC.

By *Ernest H. Peters*
President

By *W. C. Leland*
Secretary

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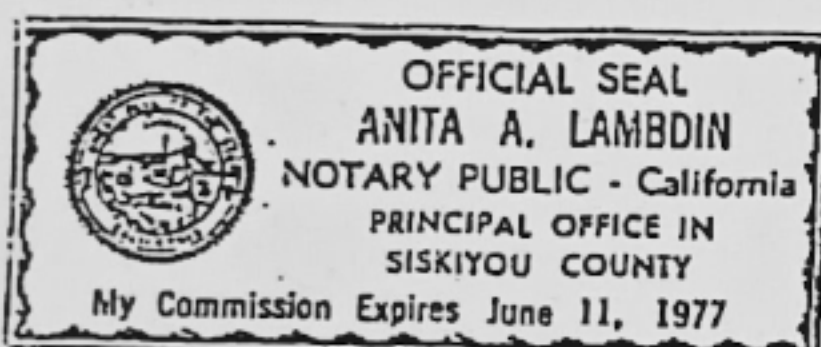
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STATE OF CALIFORNIA)
COUNTY OF Siskiyou) ss.

On this 2nd day of December, 1974, before me, Notary Public in and for the County of Siskiyou, personally appeared: ERNEST D. PETERS, known to me to be the President of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same, and acknowledged to me that such corporation executed the within instrument pursuant to a resolution of its board of directors.



Anita A. Lambdin
Notary Public

STATE OF CALIFORNIA)
COUNTY OF SANTA CLARA) ss.

On this 22nd day of NOVEMBER, 1974, before me, Notary Public in and for the County of SANTA CLARA, personally appeared: OMERO A. TOGNETTI, known to me to be the President of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same, and acknowledged to me that such corporation executed the within instrument pursuant to a resolution of its board of directors.



Cathie Ann Howard
Notary Public



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STATE OF CALIFORNIA)
) ss.
COUNTY OF Siskiyou)

On this 21st day of February, 1975, before me, Notary Public in and for the County of Siskiyou, personally appeared: D.C. WOLF, known to me to be the Secretary of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same, and acknowledged to me that such corporation executed the within instrument pursuant to a resolution of its board of directors.

(Seal)

/s/ Anita A. Lambdin

Notary Public

STATE OF CALIFORNIA)
) ss.
COUNTY OF Contra Costa)

On this 24th day of February, 1975, before me, Notary Public in and for the County of Contra Costa, personally appeared: TOH CHEEN CHOW, known to me to be the Secretary of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same, and acknowledged to me that such corporation executed the within instrument pursuant to a resolution of its board of directors.

(Seal)

/s/ Jennifer Johnson

Notary Public