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Office of the Secretary of State
of the State of California

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SEP 13 1995

Bill Jones
Secretary of State

RESTATED
ARTICLES OF INCORPORATION
ODD FELLOWS HOME OF CALIFORNIA

George Means and Max Holloway certify that:

1. They are the President and Secretary, respectively, of the Odd Fellows Home of California, a California Corporation.
2. The articles of incorporation of this corporation are amended and restated to read as follows:

I NAME

The name of this corporation is ODD FELLOWS HOME OF CALIFORNIA.

II PURPOSE

(a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It was organized under the California Non Profit Public Benefit Corporation Law for charitable purposes. The general purpose of this corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, provided that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of this corporation. 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 charitable and public purposes for which the corporation is organized is to construct, operate and manage homes, houses, condominiums, apartments, residential care facilities, congregate care facilities, intermediate care facilities, convalescent care facilities and skilled nursing facilities for the elderly and handicapped members of the Independent Order of the Odd Fellows, and, if space permits, for elderly and handicapped persons in the general public, all in accordance with the laws of the State of California and the rules, regulations and discipline of the Grand Lodge of California Independent Order of Odd Fellows and The Sovereign Grand Lodge of the Independent Order of Odd Fellows.

III DEDICATION OF ASSETS

(a) The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall inure to the benefit of any director, trustee, officer or member of this corporation or to the benefit of any private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed as directed by the Grand Lodge of California Independent Order of Odd Fellows or its successor to a non profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and which has established

and maintained its tax -exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future Internal Revenue Code. (the "Internal Revenue Code")

IV CORPORATE AUTHORITY

This corporation is established under the authority of the Grand Lodge of California Independent Order of Odd Fellows, a California non profit corporation, and is subject to the laws of the Grand Lodge of California, of the Sovereign Grand Lodge of the Independent Order of Odd Fellows, and the laws of the State of California applicable to non-profit public benefit corporations in this state.

V LIMITATION OF CORPORATE ACTIVITIES

(a) This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

(b) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in or interfere in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as provided in Section 501 (h) of the Internal Revenue Code.

VI DIRECTORS

The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws. The names and addresses of the persons who were appointed to act as first directors (trustees) of this corporation are:

Bruce P. Griswold	308 Bank of America Building San Jose, California
Earl R. Beecher	28 - 15th Avenue San Mateo, California
Jesse D. Tobey	3819 East 60th Street Huntington Park, California
Howard D. Swindelle	373 Acacia Street Fairfield, California
Norman D. Smith	Box 43 Yermo, California
Hazel I. Zimmerman	581 Harvard Street Fresno, California

Hazel G. Hansen

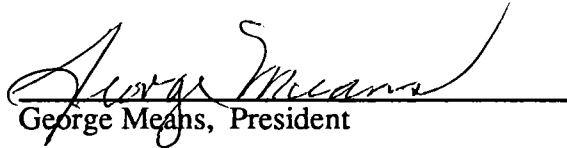
519 Sandercock Street
San Luis Obispo, California

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of the members.

We 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: 9-9-95


George Means, President


Max Holloway, Secretary