
RESTATED
ARTICLES OF INCORPORATION
OF
LOS PASEOS ASSOCIATION

The undersigned hereby certify that:

1. They are the President and Secretary, respectively, of Los Paseos Association, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE 1

NAME

The name of the corporation is Los Paseos Association (hereinafter called the "Corporation").

ARTICLE 2

ORGANIZATION, PURPOSE AND POWERS OF THE CORPORATION

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; it was formed to provide for maintenance, protection, preservation, and architectural control of the Lots and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain tract of property located in the County of Santa Clara, State of California, described as follows:

Lots 20 to 125 inclusive, and Lots 140 to 274
inclusive, of Tract No. 4513 in the County of
Santa Clara, State of California, per map filed
in Book 240 pages 33, 34 and 35 of Maps,

recorded July 24, 1968, Records of said County; and

Lots 275 to 310 inclusive, of Tract No. 4219 in the County of Santa Clara, State of California, per map filed in Book 269, Page 8 of Maps, recorded June 10, 1970, Records of said County; and

Lots 311 and 346 of Tract No. 4937 in the County of Santa Clara, State of California, per map filed in Book 284, Page 22 of Maps, recorded June 2, 1971, Records of said County.

Additionally, the Corporation was formed to provide for the management, administration, and operation of the herein described property comprising the Los Paseos planned development ("Development") and the business and affairs of the Corporation, and 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 take such action as in the judgment of the Board of Directors shall be necessary or proper or incidental to the foregoing purposes of the 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.

This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers which are not in furtherance of the primary purposes of this Corporation.

ARTICLE 3

STATEMENT REQUIRED BY CIVIL CODE SECTION 4280

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

The office is on site of the common interest development. The address of the business or corporate office of the Corporation is 7047 Via Ramada, San Jose, CA 95139.

The name and address of the Corporation's managing agent, as defined in *Civil Code* section 4158, is:

Sarah Barber
Los Paseos Association
7047 Via Ramada
San Jose, CA 95139

ARTICLE 4

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the real property described in Article 2 hereof, which is subject, by covenants of record, to assessment by the Corporation shall be a Member of the Corporation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Corporation.

ARTICLE 5

VOTING RIGHTS

The Corporation shall have one (1) class of voting membership, comprised of all Members, whose voting rights shall be as set forth in both the Declaration and the Bylaws of the Corporation.

ARTICLE 6

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, who shall be Members in good standing of the Corporation. The number of Directors, their qualifications, and the manner of their selection shall be as set forth in the Bylaws of the Corporation.

ARTICLE 7

DISSOLUTION

This Corporation is intended to qualify as a Homeowners Association under the applicable provisions of Section 528 of the United States *Internal Revenue Code* ("IRC") and of Section 23701t of the *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be amended from time to time. No part of the net earnings of this Corporation shall inure to the benefit of any private individual, except as expressly provided in IRC Section 528 and R&TC Section 23701t with respect to the acquisition, construction, or provision for management, maintenance, and care of the Corporation

property, and other than by rebate of excess membership dues, fees, or assessments. So long as there is any lot or parcel for which the Corporation is obligated to provide management, maintenance, preservation, or control, the Corporation shall not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the Members. In the event of the dissolution, liquidation, or winding-up of the Corporation, upon or after termination of the Development, in accordance with provisions of the Declaration, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be divided among and distributed to its Members in accordance with their respective rights therein.

ARTICLE 8

AMENDMENTS

Any amendments to these Restated Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote of Members representing at least a majority of the Members voting on such amendment provided the number of Members voting hereon shall be sufficient to constitute a quorum.

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 above are true and correct of our own knowledge.

DATE: _____

[typed name of President], President

[typed name of Secretary], Secretary