

## NOTICE

If this document contains any restriction based on race, color, religion, sex, gender, gender identity, gender expression, sexual orientation, familial status, marital status, disability, genetic information, national origin, source of income as defined in subdivision (p) of Section 12955, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.2 of the *Government Code*. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

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**CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CALIFORNIA RIDGE OWNERS' ASSOCIATION**

We, the undersigned, Rosie MacFarlane and Cindy Simon

1. hereby certify that:
  - a. we are the President and Secretary, respectively, of California Ridge Owners' Association, a California nonprofit mutual benefit corporation, and are duly authorized to execute this Certificate;
  - b. the articles of incorporation of this Corporation are amended in full to read as follows: See Exhibit "A" attached hereto and incorporated herein by this reference; and
  - c. the foregoing amendment has been approved by the Board of Directors and by the required vote of Members; and
2. each hereby declares under penalty of perjury pursuant to the laws of the State of California, that the matters set forth in this certificate are true of his or her own knowledge.

EXECUTED at San Jose CA, California, this 22<sup>nd</sup> day of Nov, 2013.

Rosie MacFarlane  
Rosie MacFarlane, President

Cindy L. Simon  
Cindy Simon, Secretary

EXHIBIT "A"

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CALIFORNIA RIDGE OWNERS' ASSOCIATION**

**ARTICLE 1            NAME**

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The name of the corporation is California Ridge Owners' 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 maintenance, protection, preservation, and architectural control of the separate interests and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real property located in the City of San Jose and County of Santa Clara, State of California, and more particularly described as follows:

Lots 1 through 6, inclusive, as shown on the subdivision map of Tract 7827 filed for record on May 2, 1986, in Book 559 of Maps at Page 15 *et seq.*, of the Official Records of the County of Santa Clara, State of California;

Lots 1 through 66, inclusive, as shown on the subdivision map of Tract 7828 filed for record on January 15, 1986, in Book 554 of Maps at Pages 43 through 45, inclusive, in the Official Records of the County of Santa Clara, State of California; and

Lots 1 through 90, inclusive, as shown on the subdivision map of Tract 7829 filed for record on June 3, 1986, in Book 560 of Maps at Pages 33

through 37, inclusive, in the Official Records of the County of Santa Clara, State of California.

(ii) to provide for the management, administration, and operation of the above-described property comprising the California Ridge 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

(iv) 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.

**ARTICLE 3                    STATEMENT REQUIRED BY CORPORATIONS CODE SECTION 7130(e) AND CIVIL CODE SECTION 1363.5 (ON JANUARY 1, 2014 SECTION 4280)**

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

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

77 Las Colinas Lane, San Jose, California 95119

The physical location of the common interest development is:

1326 Shelby Creek Lane, San Jose, CA 95120-4270

The name and address of the Corporation's managing agent, as defined in *Civil Code* section 1363.1 [On January 1, 2014, 4158(a)] is:

Compass Management Group, Inc.  
77 Las Colinas Lane,  
San Jose, California 95119

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**ARTICLE 4 MEMBERSHIP**

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

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**ARTICLE 5 VOTING RIGHTS**

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

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**ARTICLE 6 BOARD OF DIRECTORS**

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

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**ARTICLE 7 LIMIT ON POWERS; TAXATION**

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

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**ARTICLE 8 DISSOLUTION**

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To the extent required pursuant to *Corporations Code* section 8724, 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 recorded declaration governing the property comprising the development, 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 9            AMENDMENTS**

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Any amendments to these Amended 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 thereon shall be sufficient to constitute a quorum.



I hereby certify that the foregoing transcript of 5 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 14 2014

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State