

MAR 3 1972

EDMUND G. BROWN, Jr., Secretary of State  
27 E. GOLDY MOOR  
Deputy

ARTICLES OF INCORPORATION  
OF  
WILLOW-GLEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The name of the corporation (hereinafter called the "Association") is Willow-Glen Homeowners Association, Inc.

ARTICLE II

The principal office for the transaction of the business of the Association is located in Santa Clara County, State of California.

ARTICLE III

This Association is organized pursuant to the General Nonprofit Corporation Law.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area within that certain tract of property described as:

All that certain real property situated in the City of San Jose, County of Santa Clara, State of California, being all of Lots 38 through 42, inclusive, as said lots are shown on Map of Tract 4953 filed in Book 282 of Maps, at pages 30 and 31, Santa Clara County Records,

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have power to:

(a) perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter

called the "Declaration," applicable to the property and recorded in the Office of the County Recorder of Santa Clara County, State of California;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and only with the assent (by vote or written consent) of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all of or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any merger, consolidation or such annexation shall have the assent by vote of two-thirds (2/3) of each class of members or by the written consent of all of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of California by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who 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 lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Declarant and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration) and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

(b) two (2) years from the date of the issuance of the most recent Public Report for a phase of the overall development; or

(c) on December 31, 1974.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of nine (9) directors who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Roderick M. Stevenson	7992 Amador Valley Boulevard Dublin, California 94566
Neil Stone	7992 Amador Valley Boulevard Dublin, California 94566
Derral Carner	7992 Amador Valley Boulevard Dublin, California 94566
R. M. Davis	7992 Amador Valley Boulevard Dublin, California 94566
William Brown	7992 Amador Valley Boulevard Dublin, California 94566
John F. Keating	9100 Wilshire Boulevard Beverly Hills, California 90212
Lee Eckel	9100 Wilshire Boulevard Beverly Hills, California 90212
Herbert Grossman	9100 Wilshire Boulevard Beverly Hills, California 90212
William Snow	9100 Wilshire Boulevard Beverly Hills, California 90212

At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years and three (3) directors for a term of three (3) years, and at each annual meeting thereafter, the members shall elect three (3) directors for a term of three (3) years.

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Association, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE IX

DURATION

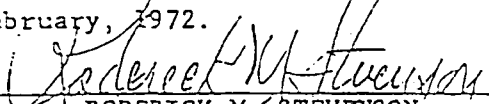
The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent (by vote or written consent) of members representing seventy-five per cent (75%) or more of the voting power.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 29th day of February, 1972.

  
RODERICK M. STEVENSON

  
NEIL STONE


  
DERRAL CARNER

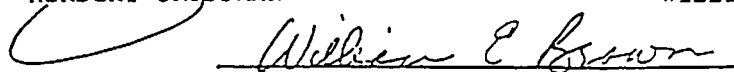
  
R. M. DAVIS

  
JOHN F. KEATING

  
LEE ECKEL

  
HERBERT GROSSMAN

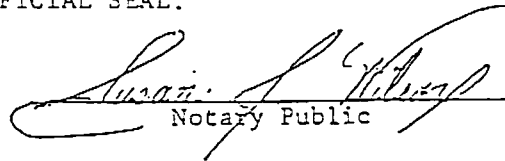
  
WILLIAM SNOW

  
WILLIAM BROWN

STATE OF CALIFORNIA )  
 ) SS  
COUNTY OF LOS ANGELES )

On March 2, 1972, before me, the undersigned, a Notary Public in and for said State, personally appeared RODERICK M. STEVENSON, NEIL STONE, DERRAL CARNER, R. M. DAVIS, JOHN F. KEATING, LEE ECKEL, HERBERT GROSSMAN, WILLIAM SNOW and WILLIAM BROWN, known to me to be the Incorporators of WILLOW-GLEN HOMEOWNERS ASSOCIATION, INC., the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS MY HAND AND OFFICIAL SEAL.

  
Notary Public

