

A0677049

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 16 2008

DEBRA BOWEN
Secretary of State

A0677049

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 25 2008

**CERTIFICATE OF AMENDMENT AND VERIFICATION
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RUDGEAR ESTATES HOMEOWNERS ASSOCIATION**

We, the undersigned, Aaron L. Davis and Joseph W. Tringe

1. hereby certify that:
 - a. we are the President and Secretary, respectively, of RUDGEAR ESTATES HOMEOWNERS ASSOCIATION, a California nonprofit mutual benefit corporation, and are duly authorized to execute this Certificate;
 - b. the Restated 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 above are true of his or her own knowledge.

EXECUTED at Walnut Creek, California, this 22nd day of April, 2008.

Aaron L. Davis
Aaron L. Davis, President

Joseph W. Tringe
Joseph W. Tringe, Secretary

Exhibit "A"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RUDGEAR ESTATES HOMEOWNERS ASSOCIATION**

ARTICLE 1 NAME

The name of the corporation is RUDGEAR ESTATES HOMEOWNERS 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, 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 Walnut Creek, County of Contra Costa, State of California, described as follows:

Subdivision 4141 as shown on the map thereof, filed of record on July 19, 1972, in Map Book 148, Page 20,

Parcels B and C as shown on the Parcel Map Portion of Rancho San Miguel, filed of record March 21, 1973, in Book 27 of Parcel Maps, Page 27,

Subdivision 4284, Oak Creek Townhouses - Unit 1, as shown on the map thereof, filed of record on September 7, 1972, in Map Book 150, Page 31,

Subdivision 4313, Oak Creek Townhouses - Unit 2 (known as Cardigan Townhouses) as shown on the map thereof, filed of record on September 5, 1973, in Map Book 162, Page 150,

The name and address of the Corporation's managing agent, as defined in Civil Code section 1363.1 is:

Homeowner Association Services, Inc.
c/o Barbara Dawson
3160 Crow Canyon Place, Suite 150
San Ramon, CA 94583

ARTICLE 4 MEMBERSHIP

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.

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 the Bylaws of the Corporation.

ARTICLE 6 BOARD OF DIRECTORS

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.

ARTICLE 7 LIMIT ON POWERS; TAXATION

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.

ARTICLE 8 DISSOLUTION

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

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 hereon shall be sufficient to constitute a quorum.

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