
**CERTIFICATE OF FIRST RESTATED ARTICLES OF INCORPORATION
OF
CROWN HARBOR HOMEOWNERS ASSOCIATION**

Lee Jester and Rusty Di Sandro certify that:

1. They are the president and secretary, respectively, of Crown Harbor Homeowners Association, a California nonprofit mutual benefit corporation.
2. The amended restatement set forth in paragraph 3 below has been duly approved by the Board of Directors and by the required vote of the Members. The required Member vote was a bare majority of the Members.
3. The Articles of Incorporation of this corporation are restated in full to read as follows:

**FIRST RESTATED ARTICLES OF INCORPORATION FOR
CROWN HARBOR HOMEOWNERS ASSOCIATION**

Article I – Name:

The name of this corporation is Crown Harbor Homeowners Association.

Article II – Organization, Purpose & Powers:

The 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. A further purpose is to engage in such acts as allowed by the *Davis-Stirling Common Interest Development Act* (Civil Code §§1350, *et seq.*) governing Common Interest Developments.

The specific primary purposes for which this corporation was formed are to provide for the maintenance, protection, preservation and architectural control of the residential Units 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 City of Alameda, County of Alameda, State of California, described as follows:

Lots 77 and 78, inclusive, as shown on that certain final subdivision map entitled “Tract 3883, Crown Harbor, City and County of Alameda,” filed in the Office of the Recorder of Alameda County, State of California, on June 16, 1978, in Book No. 103 of Maps at Pages 58 through 69, inclusive.

Excepting from Lot 78 the following:

Commencing at the intersection of the Southern line of Central Avenue, formerly Washington Avenue, with the Western line of Sixth Street, formerly Third Avenue: running thence along the Southern line of said Central Avenue North 37° 09' 47" West 521.833 feet; thence at right angle to the southern line of said Central Avenue South 2° 30' 13" West 124.613 feet; South 83° 01' 22" West 5.939 feet to the actual point of beginning; thence South 83° 01' 22" West 44.807 feet; thence South 2° 50' 13" West 17.745 feet; thence North 75° 48' 43" East 23.791 feet; thence along the arc of a curve to the right Northwesterly, having a radius of 73.00 feet, from a tangent bearing North 47° 44' 59" East, through a central angle of 4° 54' 17", a distance of 6.249 feet; thence tangent to last said curve North 52° 39' 16" East 27.98 feet to the point of beginning, as described in the quitclaim deed recorded February 27, 1979, Series No. 79-036442, Official Records of Alameda County.

Together with:

A portion of Lot 138, as said lot is shown on the "Map of the Lands of Teutonia Park and Homestead Association at Alameda", filed March 10, 1877, in Book No. 5 of Maps, Page 5, Official Records of Alameda County, described as follows:

Commencing at the intersection of the Southern line of Central Avenue, formerly Washington Avenue with the Western line of Sixth Street, formerly Third Avenue, as said Avenue and Street are shown on the map hereinabove referred to: running thence along the Southern line of said Central Avenue, North 87° 09' 47" West 521.833 feet; thence at right angle to the Southern line of said Central Avenue South 2° 50' 13" West 120.620 feet to the actual point of beginning: thence South 2° 50' 13" West 15.030 feet; thence South 75° 49' 43" West 28.499 feet; thence on a curve to the right Northwesterly from a tangent bearing North 47° 44' 59" East, having a radius of 73.00 feet, through a central angle of 4° 54' 17", a distance of 6.249 feet; thence tangent to last said curve North 52° 39' 16" East 29.555 feet to the point beginning, as described in the quitclaim deed recorded February 27, 1979, Series No. 79-036442, Official Records of Alameda County.

The corporation's purposes also include providing for the management, administration and operation of the above described property comprising Crown Harbor Complex and the business and affairs of the corporation; promoting the health, safety, welfare and interests of all of the owners of property and residents within Crown Harbor Complex; and taking such action as in the judgment of the Board of Directors shall be necessary and proper (or incidental) to the foregoing purposes of the corporation.

Article III – Civil Code §1363.5 Statement:

This corporation is an association formed to manage a Common Interest Development under the *Davis-Stirling Common Interest Development Act* (Civil Code §§1350, *et seq.*). The above described property is divided into seventy-six (76) Units and appurtenant common area located in Alameda, California.

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

c/o Massingham & Associates Management, Inc.
2247 National Ave.
Hayward, California 94545-1715

The physical location of the Common Interest Development is:

Crown Drive and Central Avenue
Alameda, California 94501-3728

The Corporation's managing agent, as defined in Civil Code §1363.1, is:

c/o Massingham & Associates Management, Inc.
2247 National Ave.
Hayward, California 94545-1715
Telephone number: (510) 780-8587

Article IV – Board of Directors:

The affairs of this corporation shall be managed by a Board of Directors. The Association's Declaration and Bylaws specify the number, qualifications, and manner of selecting the Board of Directors.

Article V – Limitation on Exercise of Powers:

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Article VI – Membership:

The Declaration and the Bylaws set forth: (a) the qualifications for membership; (b) the classes of membership; (c) the property; (d) the voting and other rights and/or privileges of members; (e) the Members’ liability for dues and assessments; and (f) the methods of collection of those dues and assessments.

Article VII – Applicable Law:

This corporation elects to be governed by all of the provisions of the Nonprofit Mutual Benefit Corporation Law of 1980 not otherwise applicable to it under part 5 thereof.

Article VIII – Amendment:

These Articles of Incorporation may be amended from time to time by the affirmative vote (or written consent) of over fifty percent (50%) of both: (a) the eligible Members; and (b) the Board. (See Section 5.3 of the Bylaws defining eligible Members).

Article IX – Taxation:

This corporation is intended to qualify as a Homeowners Association under the applicable provisions of the United States Internal Revenue Code §528 (“IRC §528”) and the Revenue and Taxation Code of the State of California §23701t (“R&TC §23701t”). This corporation does not contemplate pecuniary gain or profit to its Members. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in IRC §528 and R&TC §23701t with respect to the acquisition, construction, or provision for management, maintenance and care of the corporation's property, and other than by a rebate of excess membership dues, fees or assessments.

Article X – Dissolution:

As long as Corporations Code §8724 is operative and so long as there is any Unit 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 all (100%) of the Members.

In the event of the dissolution, liquidation or winding up of the corporation, upon or after termination of the Complex, in accordance with provisions of the Declaration, the corporation’s assets remaining after payment, or provision of payment, of all debts and liabilities of the corporation shall be divided among and distributed to its Members in accordance with their respective rights as set forth in the Declaration.

Declaration

We, the undersigned, hereby certify and declare under penalty of perjury pursuant to the laws of the State of California, that:

The matters set forth in this certificate of First Restated and Amended Articles of Incorporation are true and correct of our own knowledge.

EXECUTED at _____, California, this _____ day of _____, 2009.

(Lee Jester, President)

(Rusty DiSandro, Secretary)