

JUN 12 2007

RESTATED ARTICLES OF INCORPORATION  
OF  
CREEKSIDE OAKS HOMES ASSOCIATION

Carole Hartoch Flaxman and Justin Dalmar Berglund certify that:

1. They are the President and Secretary, respectively, of Creekside Oaks Homes Association, a California non-profit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated in full to read as follows:

ARTICLES OF INCORPORATION OF  
CREEKSIDE OAKS HOMES ASSOCIATION

Article I

The name of this corporation is Creekside Oaks Homes Association.

Article II

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

The specific primary purposes for which this corporation was formed are to provide for maintenance, protection, preservation and architectural control of the residences and common area including the attractiveness and value thereof, and the

landscaping, structures and facilities thereon within that certain tract of property situated in the City of Los Altos, County of Santa Clara, State of California, described as follows:

Tract No. 4964, Lots 1 through 25 "Creekside Oaks of Los Altos Unit One" upon that Subdivision Map recorded on April 10, 1971 in Book 281 of Maps, Pages 50 and 51, in the Office of the County Recorder of the County of Santa Clara, and Lots 26 through 78 inclusive, Tract No. 5063, "Creekside Oaks of Los Altos Unit Two" upon that Subdivision Map recorded on October 22, 1971 in Book 291 of Maps, Pages 53 and 54, in the Office of the County Recorder of the County of Santa Clara.

The corporation's purposes also include providing for the management, administration and operation of the above described property comprising the Creekside Oaks subdivision 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 the Creekside Oaks subdivision; 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

Creekside Oaks Homes Association is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The above described property is divided into seventy-six (76) Townhouses and appurtenant common area located in Los Altos, California.

The address of the business or corporate office of the Association is 1935 Dry Creek Road, Suite 203, Campbell, CA 95008. This office is not on site.

The nine-digit ZIP Code applicable to the planned development is 94022-4601. The frontage street for the planned development is S. El Monte Avenue, and the nearest cross-street for the physical location of the common interest development is O'Keefe Avenue, in the City of Los Altos, California.

The name and address of the Association's managing agent is Community Management Services, Inc., 1935 Dry Creek Road, Suite 203, Campbell, CA 95008.

### Article IV

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 V

Membership in the Association is defined as:

(a) Appurtenant. There shall be one (1) membership in the Association appurtenant to each residence lot as shown on a recorded subdivision map for all or any portion of the parcel. The rights incidental to each membership shall be exercised by the Owner of the residence lot to which said membership is appurtenant.

(b) Nature of Membership. Ownership as set forth in Subparagraph (a) above shall be the sole qualification for membership. No membership may be separated from the property to which it is appurtenant. Nothing herein contained shall be deemed to prohibit use of Association facilities by guests or other persons pursuant to reasonable rules and regulations adopted by the Board.

(c) Proof of Membership. No person or persons shall exercise the rights of membership until satisfactory proof has been furnished to the secretary of the Association of qualification as a membership pursuant to the terms of the Restrictions and Subparagraphs (a) and (b) above, and of the number of residence lots owned by such person or persons. Such proof may consist of a copy of a duly executed and acknowledged grant deed or deeds or a title insurance policy or policies shown said person qualified in accordance therewith, which said deeds or policies shall be deemed conclusive in the absence of a conflicting claim based upon a later deed or policy.

## Article VI

There shall be one vote for each membership. Any Member may attend and vote at meetings in person, or by a proxy holder duly appointed by a written proxy signed by the member and filed with the Secretary. Any proxy shall be for a term of not to exceed eleven (11) months unless otherwise expressly provided therein and may be revoked at any time by written notice to the Secretary. It shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of such member or any person holding an undivided interest in such membership or upon disqualification of the member to exercise the rights of membership pursuant to the terms hereof. Where a membership is owned by more than one person, any proxy with respect to such membership shall be signed by all such persons. Any of such persons may attend

meetings but they shall only be entitled to exercise the vote attributable to such membership upon the unanimous consent to all such persons present having an interest in such membership.

#### Article VII

This corporation elects to be governed by all of the provisions of the nonprofit corporation law effective January 1, 1980, not otherwise applicable to it under Part Five thereof.

#### Article VIII

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) of members representing a majority of the voting power of the Association.

#### Article IX

This corporation is intended to qualify as a homeowner's 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. This corporation does not contemplate pecuniary gain or profit to the Members thereof. 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's property, and other than by a rebate of excess membership dues, fees, or assessments.

#### Article X

As long as Corporation Code Section 8724 is operative, and 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 subdivision, 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 the members in accordance with their respective rights as set forth in the Declaration.

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 in accordance with the governing documents of Creekside Oaks Homes Association.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Date: May 2, 2007

Carole Hartoch Flaxman  
Carole Hartoch Flaxman, President

Justin Dalmar Berglund  
Justin Dalmar Berglund, Secretary

Executed in the City of Los Altos, County of Santa Clara, California, on  
May 2, 2007.

Carole Hartoch Flaxman  
Carole Hartoch Flaxman, President

Justin Dalmar Berglund  
Justin Dalmar Berglund, Secretary

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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

JUL 23 2007

DEBRA BOWEN  
Secretary of State