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Secretary of State  
State of California

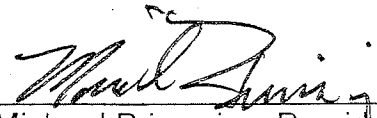
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**CERTIFICATE OF AMENDMENT AND VERIFICATION  
OF AMENDED ARTICLES OF INCORPORATION OF  
ROUND HILL PROPERTY OWNERS ASSOCIATION, INC.**

We, the undersigned, Michael Primasing and Michelle Stratmore

1. hereby certify that:
  - a. we are the President and Secretary, respectively, of ROUND HILL PROPERTY OWNERS ASSOCIATION, INC., a California nonprofit mutual benefit corporation, and are duly authorized to execute this Certificate;
  - b. the Amended Articles of Incorporation of this Corporation are amended in full to read as follows: See Exhibit "A" attached hereto and incorporated herein by 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 7 day of ~~FEBRUARY~~, 2013.

  
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Michael Primasing, President

  
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Michelle Stratmore, Secretary

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Exhibit "A"

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**AMENDED ARTICLES OF INCORPORATION OF  
ROUND HILL PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE 1            NAME**

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The name of the corporation is ROUND HILL PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called the "Corporation").

**ARTICLE 2            ORGANIZATION, PURPOSE, AND POWERS  
                                 OF THE CORPORATION**

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This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof. 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 is not an "association" as defined in Civil Code section 1351(a) [4080].

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 protecting, preserving, and enhancing the value, desirability, and attractiveness, including but not limited to architectural control thereof and the landscaping, structures, and facilities thereon, within that certain real property located in the County of Contra Costa, State of California, described as follows:

"Tract 2630," as shown on the map thereof filed on December 29, 1959, in Volume 76 of Maps, at Page 1;

"Subdivision 2794," as shown on the map thereof filed on May 23, 1962, in Volume 87 of Maps, at Page 30;

"Subdivision 3551," as shown on the map thereof filed on March 29, 1967, in Volume 114 of Maps, at Page 30;

"Subdivision 4030 Round Hill Estates No. 4," as shown on the map thereof filed on September 30, 1970, in Volume 133 of Maps, at Page 8;

"Subdivision 4041 Round Hill Estates Unit No. 5," as shown on the map thereof filed on November 25, 1970, in Volume 134 of Maps, at Page 1;

"Subdivision 4142 Round Hill Unit No. 6," as shown on the map thereof filed on September 29, 1972, in Volume 151 of Maps, at Page 48;

"Subdivision 4437 Round Hill Unit No. 7," as shown on the map thereof filed on February 27, 1975, in Volume 176 of Maps, at Page 16; and

"Subdivision 4830 Round Hill Unit No. 9," as shown on the map thereof filed on September 7, 1977, in Volume 202 of Maps, at Page 23,

all maps filed in the office of the County Recorder of Contra Costa County, State of California,

(ii) to provide for the management, administration, and operation of the above-described lots 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 lots 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.

The above-described property does not constitute a "common interest development" as defined in Civil Code section 1351(c) [4100].

### **ARTICLE 3                      MEMBERSHIP**

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Every person or entity that is a record owner of any interest in any lot within the real property described in Article 2 hereof, which is subject by covenants of record to assessment by the Corporation, 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 lot which is subject to assessment by the Corporation.

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**ARTICLE 4            VOTING RIGHTS**

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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.

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**ARTICLE 5            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 6            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 and other than by rebate of excess membership dues, fees, or assessments.

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**ARTICLE 7            DISSOLUTION**

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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.

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**ARTICLE 8            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 (sometimes referred to as "a majority of a quorum").