

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PLEASANTON VALLEY CLUB**

ARTICLE 1 NAME

The name of the corporation is PLEASANTON VALLEY CLUB (hereinafter called the "Corporation").

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

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 does not contemplate pecuniary gain or profit to the Members thereof.

The purposes for which the Corporation is formed are as follows:

(i) the specific and primary purpose for which this Corporation is formed is to promote the social welfare of its members by providing said members and their families with swimming and other recreational facilities within that certain real property located in the County of Alameda, State of California, described in Exhibit 1, attached hereto and incorporated herein,

(ii) To do any and all lawful acts which may be advisable, proper, authorized or permitted to be done by this Corporation in furtherance of the foregoing specific and primary purpose, including, but not limited to, providing for the management, administration, and operation of the above-described property and the business and affairs of the Corporation,

(iii) to exercise such powers as may from time to time be granted to a nonprofit corporation by law, and to take such action as in the judgment of the Corporation's Board of Directors shall be necessary or proper or incidental to the foregoing purposes of the Corporation.

ARTICLE 3 MEMBERSHIP

The authorized number and qualification of members of this Corporation, the different classes of membership, the property, voting, and other rights and privileges of members and their liability for dues or assessments and the method of collection thereof shall be set forth in the Bylaws of the Corporation.

ARTICLE 4 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 5 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 6 LIMIT ON POWERS; TAXATION

This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers which are not in furtherance of the primary purposes of this Corporation. This Corporation is intended to qualify as a non-profit corporation under the applicable provisions of Section 501 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 501 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 7 DISSOLUTION

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, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association as created, or shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE 8 AMENDMENTS

Any amendments to these Amended and Restated Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote or written consent 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.

Exhibit 1 to the Amended and Restated Articles of Incorporation
Legal Description of Pleasanton Valley Club Property

The land referred to is situated in the County of Alameda, City of Pleasanton, State of California, and is described as follows:

Commencing at the point of intersection of the center line of County Road No. 2578, known as Hopyard Road, 80 feet wide, with the center line of County Road No. 7820, known as Black Avenue, 60 feet wide; thence along the center line of Hopyard Road South 51° 46' 10" East, 2058.59 feet; thence leaving said center line, North 38° 13' 50" East, 455.00 feet; thence South 51° 46' 10" East, 30.00 feet to the actual point of beginning of the parcel of land herein being described; thence North 38° 13' 50" East, 220 feet; thence Easterly along the arc of a tangent curve concave to the South, having a radius of 20 feet; through a central angle of 90°, an arc distance of 31.42 feet; thence South 51° 46' 10" East, 180 feet; thence South 30° 13' 50" West, 240 feet; thence North 51° 46' 10" West, 200 feet to the actual point of beginning.

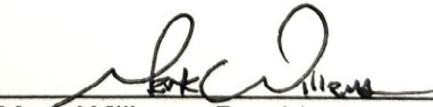
APN: 946-3382-003


**CERTIFICATE OF AMENDMENT AND VERIFICATION
OF ARTICLES OF INCORPORATION OF
PLEASANTON VALLEY CLUB**

We, the undersigned, Mark Williams and Michael Serrano:

1. hereby certify that:
 - a. we are the President and Secretary, respectively, of PLEASANTON VALLEY CLUB, a California nonprofit mutual benefit corporation, California Secretary of State Entity No. 467838, and are duly authorized to execute this Certificate;
 - b. the Amended and Restated Articles of Incorporation of this Corporation are amended in full to read as follows: See Exhibit A attached hereto, which Exhibit A is hereby formally incorporated by reference as if fully set forth herein; 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 PLEASANTON, California, this 12th day of May, 2025.



Mark Williams, President


Michael Serrano, Secretary