



**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

JAN 26 2002

Secretary of State

DEC 19 2001

BILL JONES, Secretary of State 12/12/00

**CERTIFICATE OF FIRST AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF SYCAMORE HOMES ASSOCIATION**

Julie A. Bendinelli and Lowell Crow certify that:

1. They are the president and secretary, respectively, of the Sycamore Homes Association, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as herein set forth in full below.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SYCAMORE HOMES ASSOCIATION**

**I. NAME**

The name of the corporation is SYCAMORE HOMES ASSOCIATION (hereinafter called the "Corporation").

**II. LOCATION**

The common interest development managed by the corporation is located at 635 Old Orchard Drive, Danville, CA 94526-4331. The office of the managing agent is Homeowners Association Services, 8 Crow Canyon Court, Ste. 110, San Ramon, CA 94583-1985.

**III. ORGANIZATION**

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.

**IV. PURPOSE AND POWER 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 for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law. This corporation was formed to manage a common interest development pursuant to the Davis-Sterling Common Interest Development Act.

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, protection, preservation, and architectural control of the Sycamore Homes Development Lots and Units, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain tract of property located in the County of Contra Costa, State of California, described as follows:

SYCAMORE UNIT I, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 3572, filed in the Office of the Recorder of the County of Contra Costa, State of California, on the 27th day of July, 1966 in Book 112 of Maps at Page 11 and following;

SYCAMORE UNIT II, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 3714, filed in the Office of the Recorder of the County of Contra Costa, State of California, on the 6th day of August, 1969, in Book 127 of Maps at Page 34;

SYCAMORE UNIT III, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 3908, filed in the Office of the Recorder of Contra Costa, State of California, on the 27th day of May, 1970, in Book 131 of Maps at Page 10-13;

SYCAMORE UNIT IV, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 3951, filed in the Office of the Recorder of Contra Costa, State of California, on the 3rd day of December, 1970, in Book 134 of Maps at Page 10 thru 18;

SYCAMORE UNIT V, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 4221, filed in the Office of the Recorder of Contra Costa, State of California, on the 6th day of April, 1972, in Book 145 of Maps at Page 11-16;

SYCAMORE UNIT VI, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 4232, filed in the Office of the Recorder of Contra Costa, State of California, on the 24th day of January, 1973, in Book 153 of Maps at Pages 49, 50, 51, 52;

SYCAMORE UNIT VII, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 4245, filed in the Office of the Recorder of Contra Costa, State of California, on the 5th day of October, 1972, in Book 152 of Maps at Page 5 and 6; and

SYCAMORE UNIT VIII, all as shown on that certain Subdivision Map (hereinafter called the "Subdivision Map") entitled Subdivision 4659, filed in the Office of the Recorder of Contra Costa, State of

California, on the 8th day of July, 1976, in Book 186 of Maps at  
Page 7-9;

to provide for the management, administration and operation of the herein described property comprising the Sycamore Homes Development and the business and affairs of the Corporation, and to promote the health, safety, welfare and interests of all owners of property and residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Corporation, and 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.

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 purpose of this Corporation.

#### V. MEMBERSHIP AND VOTING RIGHTS

- (a) The Corporation shall have one (1) class of voting membership, comprised of all Members, whose voting rights shall be as set forth in the Declaration and Bylaws of the Corporation.
- (b) Every owner of a lot within the area described in the Sycamore Restrictions shall be a member of the Association and shall possess one membership for each lot owned, or, in the case of owners of lots to be utilized for single family attached or apartment use for which a building permit has been issued by appropriate governmental authority, then one membership for each dwelling unit for which a building permit has been issued.
- (c) Each member in good standing shall be entitled to one vote for each membership possessed on all matters properly submitted for a vote by the members of the Association; provided, however, that every member entitled to vote at any election of Directors may cumulate votes and give any one or more candidates a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the member is entitled.

#### VI. BOARD OF DIRECTORS

The powers of the Association shall be exercised, its property controlled and its affairs conducted by the Board of Directors.

#### VII. STATUS AS HOMEOWNERS' ASSOCIATION

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 23701 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

12/12/00

Section 23701 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.

**VIII. 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, upon or after termination of the Development, in accordance with provisions of the Declaration, 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.

**IX. AMENDMENTS**

To the extent not inconsistent with the Sycamore Restrictions, the provisions hereof may be amended by the vote or written consent of members holding 66 2/3% of the voting power, provided however, that there shall be no amendment of Articles V, VI or this Article IX except by the vote or written consent of all of the members.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the board of directors.

4. Pursuant to the order of the Contra Costa Superior Court, Members of Sycamore Homes Association constituting more than 50% of the Members of the Association who returned written ballots at an election conducted in accordance with the said court order have voted to amend and restate the aforesaid Articles of Incorporation of Sycamore Homes Association as set forth above and the said Articles have been deemed adopted pursuant to California Corporations Code Section 7515.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 9/5/01

*Julie A. Bendinelli*  
Julie A. Bendinelli, President

DATE: 9/6/01

*Lowell Crow*  
Lowell Crow, Secretary

