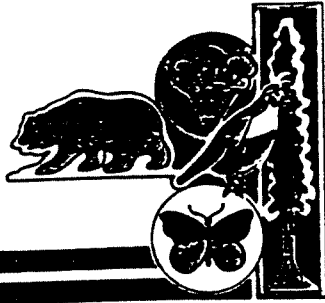


1800660



State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

SEP - 5 1991



*March Fong Eu*

Secretary of State

## ARTICLES OF INCORPORATION

OF

MARWOOD CIRCLE HOMEOWNERS ASSOCIATION

**ENDORSED  
FILED**In the Office of the Secretary of State  
of the State of California

SEP 5 1991

MARCH FONG EU, Secretary of State

ARTICLE 1: NAME

The name of this corporation (hereinafter referred to as the "Association") is Marwood Circle Homeowners Association.

ARTICLE 2: AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this Association's initial agent for service of process is Al Petrie, 320 College Avenue, Suite 260, Santa Rosa, CA 95401.

ARTICLE 3: PURPOSES OF THE ASSOCIATION

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 such law.

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the Residential Lots and Common Area within that certain real property situated in Sonoma County, California and more particularly described as:

Lots 1 through 27, as shown on the Map entitled "Marwood Circle P.U.D." recorded in the Office of the Sonoma County Recorder.

and to promote the health and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to that certain Declaration of Marwood Circle Townhomes, hereinafter referred to as the "Declaration," recorded or to be recorded with respect to said property in the Office of the Sonoma County Recorder.

ARTICLE 4: LIMITATION 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 purpose of this corporation.

ARTICLE 5: NONPROFIT STATUS/DISSOLUTION

This Association is organized solely for nonprofit purposes, pursuant to Section 2370 I (t) of the Revenue and Taxation Code of the State of California and applicable provisions of the United States Internal Revenue Code, Section 528, as they may be amended from time to time. No part of the net earnings of the corporation shall inure to the benefit of any private member or individual, other than by providing management, maintenance and care of the Association's property or by a rebate of excess membership dues, fees and assessments. So long as there is any Lot or parcel for which the Association is obligated to provide management, maintenance, preservation or control, the Association 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 as set forth in the Declaration. In the event of the dissolution, liquidation, or winding-up of the Association, upon or after termination of the Project, in accordance with the provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be divided among and distributed to the members in accordance with their respective rights therein.

ARTICLE 6: AMENDMENTS

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 and a majority of the votes of members other than Declarant, or where the two-class voting structure is still in effect (as provided in the Bylaws), a majority of each class of membership. However, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

During any period of time that a mortgage on any portion of the Project is held, insured or guaranteed by FHA or V A, and as long as there is a Class B membership, the following actions shall require the prior written approval of FHA or V A: amendment of the Project Documents, annexation of additional property, dedication or mortgaging of the Common Area, merger or consolidation of the Association with another corporation. An addition or amendment to the Project Documents shall not be considered material if it is for the purpose of correcting technical errors, or for clarification only. If an addition or amendment is not considered as a material change, approval will be implied when a First Mortgagee fails to submit a response to any written proposal for an amendment within thirty (.30) days after the proposal is submitted.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 21 day of August, 19 91.

\_\_\_\_\_/signed/\_\_\_\_\_  
AL PETRIE, Incorporator