State of California Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ 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

FEB 1 8 2009

DEBRA BOWEN Secretary of State

JAN 2 7 2009

CERTIFICATE OF AMENDMENT AND VERIFICATION OF AMENDED ARTICLES OF INCORPORATION OF STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION

We, the undersigned, Gary Cecil Cunningham and Dolores Barbara O'Hara

- 1. hereby certify that:
 - a. the President are and Secretary, respectively, STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION, a California nonprofit corporation, and are duly authorized to execute this Certificate:
 - the Articles of Incorporation of this Corporation are amended in full b. See Exhibit "A" attached hereto and to read as follows: incorporated herein by this reference; and
 - the foregoing amendment has been approved by the Board of C. 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 a **∕**∕, 2009.

California, this 20^{π} day of

Cunningham, President

Dolores Barbara O'Hara, Secretary

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AMENDED ARTICLES OF INCORPORATION OF STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION

ARTICLE 1

NAME

The name of the corporation is STRAWBERRY SQUARE HOMEOWNER'S ASSOCIATION (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, and the specific primary purposes for which it is formed are:

(i) to provide for maintenance, protection, preservation, and architectural control of the separate interests and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real property located in the City of San Jose, County of Santa Clara, State of California, described as follows:

Tract No. 4998, Strawberry Square Unit No. 1, as shown on the map thereof filed of record on June 15, 1971 in Book 284 of Maps at pages 49 through 51;

Tract No. 5046, Strawberry Square Unit No. 2, as shown on the map thereof filed of record on October 21, 1971 in Book 291 of Maps at Pages 49 through 51; and

Tract No. 5231, Strawberry Square Unit No. 3, as shown on the map thereof filed of record on October 25, 1973 in Book 331 of Maps at Pages 47 through 49;

all in the records of the County Recorder of Santa Clara County, California,

- (ii) to provide for the management, administration, and operation of the above-described property comprising the Strawberry Square common interest development 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 property 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.

ARTICLE 3 STATEMENT REQUIRED BY CIVIL CODE SECTION 1363.5

The Corporation is an association formed to manage a common interest development under the *Davis-Stirling Common Interest Development Act*. The business or corporate office of the Corporation is as follows:

530 Strawberry Lane San Jose, CA 95129

The business office of the Corporation is located in the development.

The name and address of the Corporation's managing agent, as defined in *Civil Code* section 1363.1 is:

Strawberry Management Co. 530 Strawberry Lane San Jose, CA 95129

ARTICLE 4 MEMBERSHIP

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

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 6 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 7 LIMIT ON POWERS; TAXATION

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 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 8 DISSOLUTION

To the extent required pursuant to *Corporations Code* section 8724, 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 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.

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 hereon shall be sufficient to constitute a quorum.

