

0825391

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**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
CASA DEL REY HOA OF SANTA CLARA**

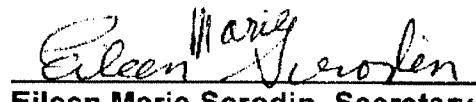
We, the undersigned, **Keith S. Stattenfield** and **Eileen Marie Scrodin**,

1. hereby certify that:
 - a. we are the President and Secretary, respectively, of CASA DEL REY HOA OF SANTA CLARA, a California nonprofit mutual benefit corporation, and are duly authorized to execute this Certificate;
 - b. the Articles of Incorporation of this Corporation are amended and restated 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 and restatement 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 Cupertino , California, this 3rd day of February , 20 23 .



Keith S. Stattenfield, President



Eileen Marie Scrodin, Secretary

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CASA DEL REY HOA OF SANTA CLARA**

ARTICLE 1 NAME

The name of the corporation is CASA DEL REY HOA OF SANTA CLARA (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 County of Santa Clara, State of California, described as follows:

Lots 1 through 40, inclusive, and Common Area Lot 41, as shown on that certain map entitled "Tract No. 6046," filed for record on May 18, 1977, in Book 397 of Maps, at Pages 4 and 5, as amended by that certain map entitled "Amended Tract No. 6046," filed for record on January 4, 1978, in Book 410 of Maps, at Pages 40 and 41, in the Official Records of Santa Clara County, State of California.

- (ii) to provide for the management, administration, and operation of the above-described property comprising the Casa del Rey planned 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 Corporation's 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 4280

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:

1210 S. Bascom Avenue, Suite 220
San Jose, CA 95128

The physical location of the common interest development is:

Karmen Court & Lillick Drive
Santa Clara, CA 95051

The name and address of the Corporation's managing agent, as defined in *Civil Code* section 4158(a) is:

MB Homeowners' Management, Inc.
1210 S. Bascom Avenue, Suite 220
San Jose, CA 95128

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 (hereinafter called "Member"). The foregoing is not intended to include persons or entities who 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.

ARTICLE 5 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 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 which 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.

ARTICLE 9 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 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.

Certificate Verification No.: 107065419 Date: 05/10/2023

B1552-5232 05/05/2023 5:00 PM Received by California Secretary of State



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies
Entity Name: CASA DEL REY HOA OF SANTA CLARA
Formed In: CALIFORNIA
Entity No.: 0825391
Entity Type: Nonprofit Corporation - CA - Mutual
Benefit - Common Interest

Issuance Date: 05/10/2023
Copies Requested: 1
Receipt No.: 004166432
Certificate No.: 107065419

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B1552-5228	05/05/2023	Restated Articles of Incorporation	5

** **** * ***** End of list ***** * ** **

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on May 10, 2023.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.