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ARTICLES OF INCORPORATION
OF
EUCALYPTUS GROVE HOMEOWNERS ASSOCIATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

NOV 5 1984

MARCH FONG EU, Secretary of State
Gloria J. Carroll
Deputy

I.

The name of this corporation is Eucalyptus Grove Homeowners Association.

II.

A. 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.

B. The specific and primary purpose of this corporation is to be a condominium management association organized and operated to provide for the acquisition, construction, management, maintenance, and care of property owned by this corporation, property commonly owned by the members of this corporation, and property within this corporation privately owned by members of the corporation (collectively referred to as "association property").

C. No part of the net earnings of this corporation shall inure to the benefit of any private member or individual other than by acquiring, constructing, or providing management, maintenance and care of association property and other than by a rebate of excess membership dues, fees or assessments.

III.

The name and address in the State of California of this cor-

poration's initial agent for service of process is Thomas J. Gamble,
200 East Carrillo Street, Suite 302, Santa Barbara, California 93101.

IV.

Notwithstanding any of the above statements of purpose 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.

These Articles may be amended as provided in the bylaws of this corporation. If bylaws have not been adopted, these Articles may be amended as provided in the Nonprofit Mutual Benefit Corporation Law.

Dated: November 2, 1984


Thomas J. Gamble

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CERTIFICATE OF AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

EUCALYPTUS GROVE HOMEOWNERS ASSOCIATION

Thomas J. Gamble certifies that:

1. He is the sole incorporator of EUCALYPTUS GROVE HOMEOWNERS ASSOCIATION.

2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is EUCALYPTUS GROVE HOMEOWNERS ASSOCIATION (hereinafter referred to as the "Association").

ARTICLE II

PURPOSE OF ASSOCIATION

A. This Association is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this Association is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. The specific purpose of this Association is to conduct all business affairs of common interest to owners of individual condominium units located within the Eucalyptus Grove condominium development, including, without limitation, the operation and maintenance of common areas, the maintenance of buildings and other improvements, the payment of taxes, assessments, utilities and insurance

premiums, and the enforcement of restrictions and rules pertaining to the development.

C. Notwithstanding any of the foregoing statements of purposes and powers, this Association 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 Association.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

The name and address of the Association's initial agent for service of process is as follows:

Thomas J. Gamble
200 East Carrillo St.
Suite 302
Santa Barbara, CA 93101

ARTICLE IV

LIMITATION ON DISTRIBUTION OF EARNINGS

No part of the net earnings of the Association shall inure to the benefit of any private individual (except through acquiring, constructing or providing management, maintenance and care of property held by the Association, or commonly held by the members of the Association, or located in the development and owned by members of the Association, or through rebates of excess membership dues, fees or assessments).

ARTICLE V

BYLAWS OF ASSOCIATION

The authorized number and qualifications of members of the Association, the different classes of members of the Association, if any, the property, voting and other rights and privileges of members, and their liability for

assessments and the method of collection of such assessments shall be as set forth in the By-Laws of the Association.

ARTICLE VI

AMENDMENTS TO ARTICLES

These Articles may be amended only with the vote or written consent of the members as follows:

A. As long as a two-class voting structure is still in effect in the Association, these Articles may be amended only with the approval of members representing a majority of the voting power of each class of members entitled to vote.

B. If the two-class voting structure is no longer in effect, these Articles may be amended by:

1. At least a bare majority of the governing body; and

2. At least a bare majority of the voting power of the association; and

3. At least a bare majority of the votes of member other than the Declarant.

3. No directors were named in the original articles of incorporation and none have been elected.

4. The Corporation has no members.

I 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 my own knowledge.

Date

Thomas J. Gamble, Incorporator