

IF THIS DOCUMENT CONTAINS ANY RESTRICTION BASED ON RACE, COLOR, RELIGION, SEX, FAMILIAL STATUS, MARITAL STATUS, DISABILITY, NATIONAL ORIGIN, OR ANCESTRY, THAT RESTRICTION VIOLATES STATE AND FEDERAL FAIR HOUSING LAWS AND IS VOID, AND MAY BE REMOVED PURSUANT TO SECTION 12956.1 OF THE GOVERNMENT CODE. LAWFUL RESTRICTIONS UNDER STATE AND FEDERAL LAW ON THE AGE OF OCCUPANTS IN SENIOR HOUSING OR HOUSING FOR OLDER PERSONS SHALL NOT BE CONSTRUED AS RESTRICTIONS BASED ON FAMILIAL STATUS.

Government Code 12956.1 (b)(1)



State of California



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

JUN 19 2001



Secretary of State



ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY 30 2001

BILL JONES, Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
CAPITOLA KNOLLS HOMEOWNERS ASSOCIATION

Thomas J. Clarke and L. Salatich certify that:

1. They are the President and Secretary, respectively, of Capitola Knolls Homeowners Association, a California non-profit mutual benefit corporation.
2. Articles One through Eight, inclusive, of the Articles of Incorporation of this corporation are amended and restated in full to read as follows:

ARTICLES OF INCORPORATION OF
CAPITOLA KNOLLS HOMEOWNERS ASSOCIATION

I

The name of this corporation (hereinafter called the "Association") is Capitola Knolls Homeowners Association.

II

This corporation is a non-profit 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 of the State of California.

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 management, administration, maintenance, preservation, and architectural control of the residences and common area within that certain condominium project situated in the City of Capitola, County of Santa Cruz, California commonly known as Capitola Knolls and more particularly described as all that certain real property as shown on the Map of Tract No. 604 Capitola Knolls, recorded April 4, 1973, in Book 58 of Maps, Page 12, *et seq.*, Official Records of Santa Cruz County, California and as shown upon that certain Parcel Map filed in Book 18 of Parcel Maps, at Page 56, Official Records of said County, and to promote the health, safety, and welfare of all residents within the said property, and any additions thereto as may hereafter be brought within the jurisdiction of the Association for this purpose, all according to that certain Restated Declaration of Covenants, Conditions and Restrictions of Capitola Knolls Homeowners Association, hereinafter called the "Declaration", recorded with respect to said property in the Office of the Recorder of Santa Cruz County, California as required by Section 1352 of the California Civil Code.

III

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 purposes of this corporation.

IV

This corporation is intended to qualify as a homeowner's association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the property subject to the Declaration, and other than by a rebate of excess membership dues, fees, or assessments. So long as there is any residence or parcel for which the corporation 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. In the event of the dissolution, liquidation, or winding up of the corporation, upon or after termination of the project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be divided among and distributed to the members in accordance with their respective rights therein.

V

This corporation elects to be governed by all of the provisions of the nonprofit corporation law effective January 1, 1980, not otherwise applicable to it under Part Five thereof.

VI

Capitola Knolls Homeowners Association 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 Association is REMI, 555 Soquel Avenue, Suite 360, Santa Cruz, CA 95062. The nine-digit ZIP Code applicable to the condominium project is 95010-2428. The frontage street for the condominium project is Kennedy Drive, and the nearest cross-street for the physical location of the common interest development is Park Avenue in the City of Capitola, California.

VII

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.

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

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

IN WITNESS WHEREOF, we have hereunto subscribed our names this
19th day of May, 2001.

Thomas J. Clark 5-19-01
President

Malinda 5/19/01
Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed in the City of Capitola, County of Santa Cruz, California, on May 19, 2001.

Thomas J. Cole 5-19-01
President

Maletta 5/19/01
Secretary

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