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Articles of Incorporation

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF LAKESHORE HOMES ASSOCIATION

Kenneth E. Mitchell and Daniel F. Altemus certify that:

1. They are the duly elected and acting President and Secretary respectively of said corporation.
2. Pursuant to the provisions of California Corporations Code Sections 7819 and 9913, the corporation elects to be governed by the California Nonprofit Mutual Benefit Corporation Law, and amends Article SECOND accordingly, by adding the first paragraph thereto.
3. The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

FIRST: The name of this corporation shall be:

LAKESHORE HOMES ASSOCIATION.

SECOND: This corporation elects to be a nonprofit mutual benefit corporation governed by all the provisions of the California 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.

The specific purposes for which said corporation is formed are:

1. To improve and maintain entrance gateways, ornamental fences, fountains and other ornamental features now existing or hereafter to be erected on the following described property, or on the streets in or bordering upon said property, and to provide for the lighting thereof, to wit:

All those certain lots, pieces or parcels of land situate, lying and being in the City of Oakland, County of Alameda, State of California, described as follows, to wit:

Lots One (1) to Ninety-two (92), both numbers inclusive, in Block One (1),
Lots One (1) to Forty-one (41), both numbers inclusive, in block Two (2),
Lots One (1) to Twenty-six (26), both numbers inclusive, in Block Three (3),
Lots One (1) to Seven (7), both numbers inclusive, in Block Four (4), Lots
One (1) to Fifteen (15), both numbers inclusive, in Block Five (5) Lots One

(1) to Twenty-seven (27), both numbers inclusive, in Block Six (6), Lots One (1) to Twenty-one, both numbers inclusive, in Block Seven (7), Lots One (1) to Fifty-eight (58), both numbers inclusive, in Block Eight (8), Lots One (1) to Thirty-nine (39), both numbers inclusive, in Block Nine (9), Lots One (1) to Twenty (20), both numbers inclusive, in Block Ten (10), Lots One (1) to Forty-eight (48), both numbers inclusive, in Block Eleven (11), Lots One (1) to Thirty-four (34), both numbers inclusive, in Block Twelve (12), Lots One (1) to Thirty-eight (38), both numbers inclusive, in Block Thirteen (13), Lots One (1) to Twenty-two (22), both numbers inclusive, in Block Fourteen (14), Lots One (1) to Eighteen (18), both numbers inclusive, in Block Fifteen (15), Lots One (1) to Sixteen (16), both numbers inclusive, in Block Sixteen (16), Lots One (1) to Thirty (30), both numbers inclusive, in Block Seventeen (17), Lots One (1) to Twenty-six (26), both numbers inclusive, in Block Eighteen (18), Lots One (1) to Eight (8), both numbers inclusive, in Block Nineteen (19), Lots One (1) to Twenty-four (24), both numbers inclusive, in Block Twenty (20), as said lots are laid down, delineated and so designated upon that certain map entitled "Lakeshore Highlands Oakland, Alameda County, Cal." filed in the office of the County Recorder of said County of Alameda, on the 18th day of June, 1917, in Map Book Number 16 at page 37 et seq; Also any other lots, pieces or parcels of land forming a tract or subdivision that is adjacent to the above described property, or adjacent to said adjacent tract or subdivision and which the board of directors of this corporation determine by resolution to be so located that the same may be conveniently and properly improved and developed in connection with the above described property, and for the mutual benefits of the members of this corporation, and the owners or contract holders of lots in such tract or subdivision shall have the same rights and be subject to similar obligations as the owners or contract holders of lots in said Lakeshore Highlands Tract.

2. To improve and maintain such streets, parks and other open spaces, including all grass plots and other planted areas within the lines of said streets, now existing or hereafter to be created in or bordering upon said property, as shall be maintained for public use or for the general use of the owners of lots or building sites within said property, and to provide for the lighting thereof;

3. To acquire and hold land for parks, playgrounds, tennis courts and a site for a community clubhouse, for the general use of the owners of lots or building sites within said property;

4. To construct, improve and maintain on said property or on adjacent property parks and parkways, tennis courts, playgrounds and a community clubhouse for the use of the owners of said property;

5. To care for vacant, unimproved or unkempt plots contiguous to, and lots within said property, to remove grass and weeds therefrom and to do any other things necessary or desirable in the opinion of the Board of Directors of said Corporation to keep said property and plots neat and in good order;

6. To provide for the sweeping, cleaning and sprinkling of the streets within or bordering upon said property, to collect and dispose of street sweepings therefrom, and rubbish, garbage and the like from said property, and to

provide community police protection therefor;

7. To pay all taxes and assessments, if any, which may be levied by any authority upon the streets and parks now or hereafter opened, laid out or established, and other open spaces maintained and lands acquired for the general use of the owners of lots or building sites within said property, including taxes and assessments levied on the aforesaid entrance gateways, ornamental fences, fountains and other ornamental features, tennis courts and a community clubhouse, whether taxed or assessed as a part thereof or separately;

8. To approve plans and specifications of dwelling houses and other structures to be erected on said property and to supervise the construction of such dwelling houses and other structures, and to pay the expenses incident to the examination and approval of such plans and specifications and to such supervision of construction;

9. To enforce the conditions, restrictions and charges at any time created for the benefit of said property and the owners thereof or to which said property or any part thereof may at any time be subject, and to pay all expenses in connection therewith;

10. To fix the rate per square foot of the annual charges or assessments to which said property shall be made subject and to receive and collect such annual charges or assessments;

11. To expend the moneys so collected, received or derived from said annual charges or assessments in making the aforesaid payments, and in paying and discharging the costs, expenses and obligations incurred by said corporation in carrying out any or all of the purposes of said corporation;

12. Also to exercise such powers of control, interpretations, construction, consent, decision, determination, modification, amendment, cancellation and annulment with reference to the conditions, restrictions and charges imposed upon said property as may be vested in, delegated to or assigned to said corporation, and such duties with respect thereto as may be assigned to and assumed by said corporation;

13. To do and perform any and all other acts which may be either necessary for or proper or incidental to the exercise of any of the foregoing powers.

THIRD: That the place where the principal business of said corporation will be transacted is the City of Oakland, County of Alameda, State of California.

FOURTH: That this corporation shall have perpetual existence.

FIFTH: That the number of directors of said corporation shall be five (5).

SIXTH: That the voting power and the property rights and interest of each member of said corporation shall be unequal, and that the general rules applicable to all members by which the voting power and the property rights

and interests, respectively, of each member may and shall be determined and fixed are as follows:

For such purpose, as building site shall be taken to be either a numbered lot forming a part of the above described property, or any combination, grouping or resubdivision of any such lot or lots or portion or portions of such lot or lots permitted by the restrictions applicable thereto and thereby allowed to be used as the site for a dwelling house; and the members of said corporation shall be Lakeshore Highlands Company, a corporation, and all others who are the owners of record of any such building site or who, while holding a contract for the purchase of any such building site from Lakeshore Highlands Company, shall reside upon the building site described in such contract. Such ownership, or such holding of a contract of purchase and residence shall be the sole qualification for membership in said corporation and certificates of membership to the members thereof shall be issued accordingly; and when such qualification shall cease as to any member the membership of such member shall lapse and the certificate therefor be void.

Each member of said corporation who is the owner of record of more than one such building site shall have as many votes upon all matters that come before the members of said corporation as there are such building sites of which said member is such owner, and each other member shall have one vote; and each member of said corporation shall have such an interest in all the property of said corporation as is represented by the ratio of the number of votes to which such member is entitled to the total number of numbered lots included within said property; provided, however, that such interest is and shall be appurtenant to the building sites within said property of which such member is the owner of record.

SEVENTH: No part of the net earnings of this corporation shall inure to any member of individual but shall be used exclusively for the promotion of Social Welfare. Upon dissolution of the corporation, the assets, both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of the properties of the corporation shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the said property and the building sites referred to in Paragraph SIXTH.

The foregoing amendment and election was approved unanimously by the Board of Directors of the corporation as authorized by California Corporations Code Section 7812(b)(4).

IN WITNESS WHEREOF, the undersigned have executed this Certificate on September 24, 1984.

Kenneth E. Mitchell, President

Daniel F. Altemus, Secretary