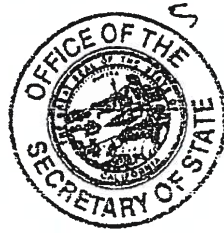


Your initials acknowledge that this report contains multiple pages and you have read them all.

Received MS <sup>4</sup> pages  
*Hellen*



Your initials acknowledge that this report contains multiple pages and you have read them all.

Received \_\_\_\_\_ <sup>4</sup> pages  
*Bryce* **State of California**  
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

AUG 28 2006

*Bruce McPherson*

BRUCE McPHERSON  
Secretary of State

AUG 23 2006

**CERTIFICATE OF RESTATED  
ARTICLES OF INCORPORATION OF  
ISLE COVE HOMEOWNERS ASSOCIATION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of Isle Cove Homeowners Association, a California nonprofit mutual benefit corporation.
2. The amendment and restatement set forth in paragraph 3 below has been duly approved by the **Board of Directors** and by the required vote of the **Members**.
3. The **Articles** of Incorporation of this corporation are amended and restated in full to read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
ISLE COVE HOMEOWNERS ASSOCIATION**

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is ISLE COVE HOMEOWNERS ASSOCIATION (hereinafter referred to as the "**Association**").

**ARTICLE II  
PURPOSES OF CORPORATION**

The 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.

More specifically, the corporation controls, owns, repairs, maintains and/or manages **Common Areas**, enforces **Governing Documents**, including rules and regulations adopted from time to time by the **Board of Directors**, and discharges such other lawful duties and responsibilities required pursuant to the corporation's **Bylaws** and the Declaration of Covenants, Conditions and Restrictions (the "**Declaration**"), as amended from time to time, with respect to Isle Cove Homeowners Association.

**ARTICLE III  
HOMEOWNER'S ASSOCIATION**

This corporation is intended to qualify as a nonprofit 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 corporation 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 owned or controlled by the corporation, and other than by a rebate of excess membership dues, fees or **Assessments**. Dissolution, liquidation or winding up of the corporation, upon or after termination of the Isle Cove Homeowners Association **Project** shall only be in accordance with applicable law. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the **Members** in accordance with their respective rights. For as long as the **Association** has any **Common Area** responsibility, it shall require 100% **Member** approval to dissolve 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.

#### **ARTICLE IV** **FURTHERANCE OF CORPORATION**

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.

#### **ARTICLE V** **QUALIFICATIONS, RIGHTS AND PRIVILEGES**

The qualifications for membership in this corporation, the property, voting and other rights and privileges of **Members** and their liability for dues and **Assessments** and the methods of collection thereof, shall be as provided for in the **Declaration** and the **Bylaws** of this corporation.

#### **ARTICLE VI** **STATUTORY NOTICE**

In compliance with Civil Code Section 1363.5 and requirements for Articles of Incorporation, the following is hereby provided:

1. This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.
2. The **Association** does not maintain a business office other than the managing agent. The front street of the Development is Edgewater Boulevard, and the nearest cross street is Dorado Lane, Foster City, California. The nine digit zip code of the Development is 94404-2814.
3. The name and address of the **Association's** managing agent is currently: Manor Association, 353 Main Street, Redwood City, California 94063.

**ARTICLE VII  
AMENDMENT**

These **Articles** of Incorporation may be amended from time to time by approval of the **Board** and the affirmative vote of the **Members** representing at least a majority of a quorum of the voting power of the **Association**.

Karen L. McHenry      [Signature]  
President:                                      Secretary:

We 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 our own knowledge. Executed at Foster City, California, on July 29, 2006.

Karen L. McHenry      [Signature]  
President:                                      Secretary:  
Karen L. McHenry                              Kenneth Lockwood

Glenn H. Youngling, PLC  
1108 Irwin Street, San Rafael, CA 94901  
(415) 454-1090

