
RESTATED
ARTICLES OF INCORPORATION
OF
HIDDENBROOKE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby certify that:

1. They are the President and Secretary, respectively, of Hiddenbrooke Property Owners Association, Inc., a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE 1

NAME

The name of the corporation is Hiddenbrooke Property Owners Association, Inc., (hereinafter called the "Corporation").

ARTICLE 2

ORGANIZATION, PURPOSE AND POWERS OF THE CORPORATION

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; it was formed to provide for maintenance, protection, preservation, and architectural control of the Lots, including the attractiveness and value thereof, and the landscaping, structures and facilities thereon, within that certain tract of property located in the County of Solano, State of California, as set forth on Exhibit A, attached hereto.

Additionally, the Corporation was formed to provide for the management, administration and operation of the herein-described property comprising the Hiddenbrooke planned

development and the business and affairs of the Corporation, and 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 to take such action as in the judgment of the Board of Directors shall be necessary or proper or incidental to the foregoing purposes of the Corporation.

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.

ARTICLE 3

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the real property described in Article 2 hereof, which is subject, by covenants of record, to assessment by the Corporation shall be a Member of the Corporation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Corporation.

ARTICLE 4

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 both the Declaration and the Bylaws of the Corporation.

ARTICLE 5

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, who shall be Members in Good Standing of the Corporation. The number of Directors, their qualifications, and the manner of their selection shall be as set forth in the Bylaws of the Corporation.

ARTICLE 6

DISSOLUTION

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. 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 Declaration, 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 7

AMENDMENTS

Any amendments to these 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 hereon shall be sufficient to constitute a quorum.

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.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth are true and correct of our own knowledge.

DATE: _____

[insert name as will sign], President

[insert name as will sign], Secretary