

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

JAN 11 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

DEC 16 2005

**ARTICLES OF INCORPORATION OF
HIDDENBROOKE PROPERTY OWNERS ASSOCIATION, INC.****ARTICLE I — NAME**

The name of the Corporation is HIDDENBROOKE PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called the "Corporation").

ARTICLE II — ORGANIZATION, PURPOSE AND POWERS OF THE CORPORATION

An existing unincorporated association, HIDDENBROOKE PROPERTY OWNERS ASSOCIATION, is being incorporated by the filing of these articles. 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. 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 maintenance, protection, preservation, and architectural control of the residence lots and Common Area of the Association and the Hiddenbrooke Project, located in the County of Solano, State of California.

ARTICLE III — CORPORATE OFFICE

The business or corporate office of the Corporation is as follows:

1095 Hiddenbrooke Parkway
Vallejo, CA 94591

ARTICLE IV — MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the real property of the Association subject to its Master Declaration of Covenants, Conditions & Restrictions shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Corporation.

ARTICLE V — VOTING RIGHTS

The Corporation shall have one 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 VI — 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 VII — AGENT FOR SERVICE OF PROCESS

The name and address of the Corporation's initial agent for service of process is:

Byrne Conley
2728 Washburn Court
Vallejo, CA 94591

ARTICLE VIII — 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, 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 XIX — AMENDMENTS

Any amendments to these Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote or written consent of Members representing at least a majority of a quorum of the total voting power of the Corporation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 19TH day of NOV., 2005.


Signature

FRED SELF
Legibly Print Name

I hereby declare that I am the person who executed the above Articles of Incorporation and that such instrument is my act and deed.


Signature

FRED SELF
Legibly Print Name

**STATEMENT REGARDING INCORPORATION
OF UNINCORPORATED ASSOCIATION**

The undersigned hereby declare as follows:

1. We are officers or board members of HIDDENBROOKE PROPERTY OWNERS Association, an unincorporated association (the "Association");

2. Incorporation of the Association by means of the articles to which this Statement is attached has been approved by the Association in accordance with its rules and procedures.

We declare under penalty of perjury that the foregoing is true and correct. Signed this 19th day of November, 2005, at 12:40pm

[Signature]
Signature

FRED SELF
Legibly Print Name and Title

[Signature]
Signature

Joseph M. Majonchi, Secretary
Legibly Print Name and Title

