



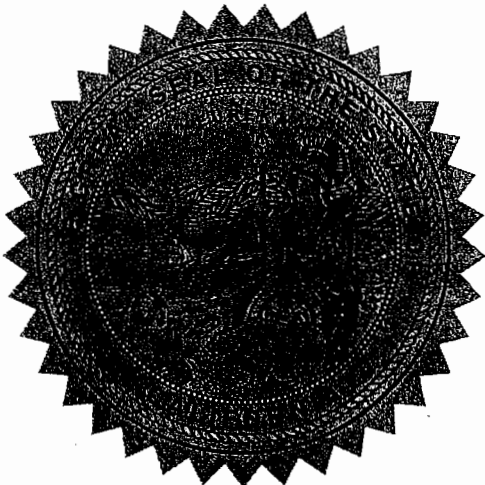
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SECRETARY OF STATE

I, *BILL JONES*, 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



JUL 20 2002

Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

**EMERY BAY VILLAGE
HOMEOWNER ASSOCIATION**

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

JUN 26 2002

BILL JONES, Secretary of State

We, Michael Ball and Sandra Norris certify:

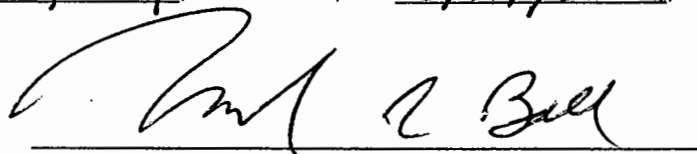
1. That we are President and Secretary, respectively, of Emery Bay Village Homeowner Association.

2. That the Articles of Incorporation are amended to read as shown in the attached Exhibit "A" pursuant to a written vote of the members. The required member vote was 51% of the total voting power of the Association. On March 12, 2002, the Association sent a ballot to all members requesting that they vote to amend the Articles of Incorporation. Eighty-eight members voted in favor of adoption of the proposed articles; three members voted against adoption of the proposed articles.

3. Said amendment has been approved by the Board of Directors of Emery Bay Village Homeowner Association.

Each of the undersigned further declares, 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 160 Emery Bay Dr, Emeryville, California, on 6/24/2002,
2002.



President
Michael Ball



Secretary
Sandra Norris

FIRST AMENDED ARTICLES OF INCORPORATION

EMERY BAY VILLAGE

HOMEOWNERS ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

**ARTICLE 1
NAME**

The name of the Corporation is Emery Bay Village Homeowners Association.

**ARTICLE 2
PURPOSES**

The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

The Corporation does not contemplate pecuniary gain or profit to any of its members. The primary purposes for which the Corporation is organized and operated are as follows:

a. To provide for the management, administration, preservation and architectural control of the real property in Alameda County, California, commonly known as Emery Bay Village Homeowners Association.

Said management, administration, maintenance, preservation and architectural control are to be accomplished according to the terms and provisions set forth in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded or to be recorded with respect to the above-described property in the office of the Recorder of the County of Alameda, State of California, as required by Section 1352 of the California Civil Code, as the Declaration may be amended from time to time, and by the duly adopted Bylaws of the Association; and

b. To promote the health, safety and welfare of all the residents of the project, all according to the Declaration.

EXHIBIT "A"

**ARTICLE 3
DAVIS - STIRLING ACT**

The Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The Corporation shall be managed in accordance with the provisions of its Declaration and its duly adopted Bylaws. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure in office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors are set forth in the Declaration and the Bylaws. The authorized number and qualifications of members, the property, voting and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof are set forth in the Bylaws and the Declaration. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

**ARTICLE 4
CORPORATE ADDRESS**

The address of the business or corporate office of the association is: 160 Emery Bay Drive, Emeryville, CA 94608. This office is on site. The front street and the nearest cross street to the common interest development are 53rd Street between San Pablo and Hollis.

**ARTICLE 5
MANAGING AGENT**

The name and address of the association's managing agent is Walsh Property Management, P.O. Box 2657, Castro Valley, CA 94546.

**ARTICLE 6
AMENDMENT**

These articles may be amended only by the affirmative vote of a majority of the Board of Directors of the Association, and by the affirmative vote (in person or by proxy) of members representing a majority of the total voting power of the Association. However, the percentage of voting interest necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

