



ROSSMOOR
WALNUT CREEK

Third Walnut Creek Mutual

Articles of Incorporation And Bylaws

If these documents contain any restriction based on race, color, religion, sex, sexual orientation, familial status, marital status, disability, national origin, source of income as defined in subdivision (p) of Section 12955, or ancestry, that restriction violates State and Federal Fair Housing Laws and is void, and may be removed pursuant to Section 12956.2 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, **EDMUND G. BROWN JR.**, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 28 1973



Edmund G. Brown Jr.
Secretary of State

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

FEB 27 1973

EDMUND G. BROWN, Secretary of State
By JAMES E. HARRIS
Deputy

ARTICLES OF INCORPORATION
OF
THIRD WALNUT CREEK MUTUAL

ARTICLE I.

The name of this Corporation is THIRD WALNUT CREEK MUTUAL.

ARTICLE II.

This Corporation is organized pursuant to Part 1 of Division 2 of Title 1 of the Corporation Code of the State of California, also known as the General Nonprofit Corporation Law.

ARTICLE III.

The specific and primary purpose for which the Corporation is formed is to manage, operate and maintain condominium housing projects.

In order to accomplish the foregoing purposes and for no other purpose or purposes, this corporation shall have the power to:

- (a) Sue and be sued;
- (b) Make contracts;
- (c) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real and personal, including shares of stock, bonds, and securities of other corporations;
- (d) Act as trustee under any trust incidental to the principal objects of the Corporation, and to receive, hold, administer, and expend funds and property subject to such trust;
- (e) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real and personal;

(f) Borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations; and

(g) Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

ARTICLE IV.

(a) The number of Directors of this Corporation is five (5), provided that said number may be changed by a By-Law duly adopted by the members of this Corporation, subject always to any restriction of law as to the minimum number of Directors.

(b) The names and addresses of the persons who are appointed to act as the first Directors are:

John T. Culbertson, 2137 Skycrest Dr. #4, Walnut Creek, California
Ernest F. Goodner, 1691 Ptarmigan Dr. #1A, Walnut Creek, California
Gerson T. Hirsch, 1441 Skycrest Dr. #4, Walnut Creek, California
Walter A. Kuenzel, 1910 Skycrest Dr. #2, Walnut Creek, California
J. Kenneth Little, 4033 Terra Granada Dr. #2A, Walnut Creek,
California

(c) The qualifications, powers, duties and tenure of the office of said Directors and the manner in which they shall be chosen shall be as prescribed and set forth in the By-Laws of this Corporation.

ARTICLE V.

The Directors and Officers shall exercise their powers in good faith and with a view to the interests of the Corporation. No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any Corporation, firm or association in which one or more of its Directors and Directors or are financially interested, is

either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purposes, if the circumstances specified in any of the following subdivisions exist:

(a) The fact of the common directorship of financial interest is disclosed or known to the Board of Directors or committee, and noted in the Minutes, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of such Director or Directors.

(b) The fact of the common directorship or financial interest is disclosed or known to the members and they approve or ratify the contract or transaction in good faith by a majority vote or written consent of members entitled to vote.

(c) The contract or transaction is just and reasonable to the Corporation at the time it is authorized or approved.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies a contract or transaction.

ARTICLE VI.

This Corporation does not contemplate the distribution of gains, profits or dividends to any of its members, except that upon the dissolution or winding up of this Corporation, after paying or adequately providing for the debts and obligations of this Corporation, the Directors or other persons in charge of the liquidation, unless this Corporation holds its assets in any trust, shall distribute any remaining assets to the members of

this Corporation entitled thereto in accordance with the provisions of the By-Laws of this Corporation.

ARTICLE VII.

The authorized number and qualifications of members of this Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments and the method of collection thereof, shall be as prescribed and set forth in the By-Laws of this Corporation.

ARTICLE VIII.

The principal office for the transaction of the business of this Corporation is to be located in the County of Contra Costa, State of California.

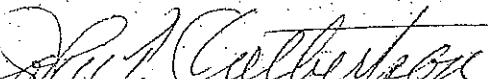
ARTICLE IX.

This Corporation shall have perpetual existence.

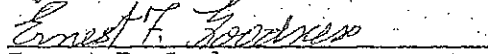
ARTICLE X.

The members of this Corporation shall not be personally liable for the debts, liabilities or obligations of this Corporation.


IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first Directors, have executed these Articles of Incorporation, this 15th day of February, 1973.



John T. Culbertson, Incorporator



Ernest F. Goodner, Incorporator



Gerson T. Hirsch, Incorporator



Walter A. Kuenzel, Incorporator



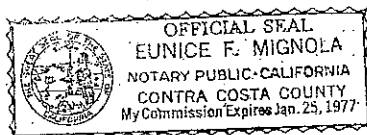
J. Kenneth Little, Incorporator

STATE OF CALIFORNIA)
) ss.
COUNTY OF CONTRA COSTA)

On this 15th day of February, 1973,
before me, Eunice F. Mignola, a Notary Public in
and for the State of California, with principal office in
Contra Costa County, personally appeared, John T. Culbertson,
Ernest F. Goodner, Gerson T. Hirsch, Walter A. Kuenzel and
J. Kenneth Little, known to me to be the persons whose names
are subscribed to the within Articles of Incorporation, and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal on the day and year first above
written.

Eunice F. Mignola
Notary Public



1001 Golden Rain Road, Walnut Creek, CA. 94595