
ARTICLES OF INCORPORATION
OF
WALNUT CREEK MUTUAL NO. FORTY

ARTICLE 1

NAME

The name of the corporation is Walnut Creek Mutual No. Forty (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 the 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 residence Units and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain tract of property located in the County of Contra Costa, City of Walnut Creek, State of California, described as follows:

[Former Project/Mutual 40]

Lot 1, as shown on the Map of "Subdivision 4639, (Mutual 40), City of Walnut Creek, Contra Costa County, California," filed August 26, 1974, in Book 172 of Maps, Pages 43, 44, 45, and 46, in the Office of the County Recorder of Contra Costa County.

Excepting therefrom:

All those areas designated as Rossmoor Parkway, Terra California Drive, and Commonwealth Drive, as shown on said Map of Subdivision 4639.

[Former Project/Mutual 41]

All of Subdivision 4706, as shown on the Map of "Subdivision 4706, (Mutual 41), City of Walnut Creek, Contra Costa County, California," filed June 25, 1974, in Book 179 of Maps, Pages 6, 7, and 8, in the Office of the County Recorder of Contra Costa County.

Additionally, the Corporation was formed to provide for the management, administration, and operation of the herein described property comprising the Walnut Creek Mutual No. 40 condominium project ("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

STATEMENT REQUIRED BY CIVIL CODE SECTION 4280

The Corporation is an association formed to manage a common interest development under the *Davis-Stirling Common Interest Development Act*.

The nine-digit zip code of the Development is 94595-3065. The front street and nearest cross street to the Development are Rossmoor Parkway and Terra California Drive.

ARTICLE 4

AGENT FOR SERVICE OF PROCESS

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

Hughes Gill Cochrane Tinetti, P.C. • 2820 Shadelands Drive, Suite 160 • Walnut Creek, California 94598 • 925-926-1200

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Paul Donner
1001 Golden Rain Road
Walnut Creek, CA 94595.

ARTICLE 5

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit 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 Unit which is subject to assessment by the Corporation.

ARTICLE 6

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 7

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 8

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 9

AMENDMENTS

Any amendments to these 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.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the law of the State of California, the undersigned represents that a majority of the Members of the Association have voted in favor of incorporation. The undersigned has executed these Articles of Incorporation this _____ day of _____, 20__.

[insert name], Incorporator

DECLARATION

The undersigned declare under penalty of perjury under the law of the State of California that they are the President and Secretary, respectively, of the unincorporated association referred to in the Articles of Incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said Articles.

[insert name], President

[insert name], Secretary