



**ROSSMOOR**  
WALNUT CREEK

## **Walnut Creek Mutual No. Fifty-Six**

### **Articles of Incorporation**

**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.**



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of  1  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 24 2003



*Kevin Shelley*  
Secretary of State

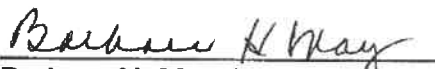
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**CERTIFICATE OF AMENDMENT AND VERIFICATION  
OF ARTICLES OF INCORPORATION OF  
WALNUT CREEK MUTUAL NO. FIFTY-SIX**

We, the undersigned, Barbara H. May and Jean S. McConnell

1. hereby certify that:
  - a. we are the President and Secretary, respectively, of WALNUT CREEK MUTUAL NO. FIFTY-SIX, a California nonprofit mutual benefit corporation, and are duly authorized to execute this Certificate; and
  - b. the Articles of Incorporation of the Corporation, which were filed on October 26, 1988, shall be amended to read as set forth in full in Exhibit "A" attached to this Certificate; and
  - c. the foregoing amendment has been approved by the Board of Directors and by the required vote of Members; and
2. each hereby declares under penalty of perjury pursuant to the laws of the State of California, that the matters set forth above are true of his or her own knowledge.

EXECUTED at Walnut Creek, California, this 13th day of January, 2003.

  
Barbara H. May, President

  
Jean S. McConnell, Secretary

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

JAN 24 2003

**KEVIN SHELLEY**  
Secretary of State

## EXHIBIT "A"

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### AMENDED ARTICLES OF INCORPORATION OF WALNUT CREEK MUTUAL NO. FIFTY-SIX

#### ARTICLE 1            NAME

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The name of the corporation is Walnut Creek Mutual No. Fifty-Six (hereinafter called the "Corporation").

#### ARTICLE 2            ORGANIZATION, PURPOSE AND POWERS                                  OF THE CORPORATION

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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 the Nonprofit Mutual Benefit Corporation 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:

(i) to provide for maintenance, protection, preservation, and architectural control of the residential Units (also known as "Manors") 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 City of Walnut Creek, County of Contra Costa, State of California and more particularly described in Schedule "1" attached hereto and incorporated herein by this reference; and

(ii) to provide for the management, administration, and operation of the property described in Schedule "1" comprising the Walnut Creek Mutual No. Fifty-Six condominium project and the business and affairs of the Corporation; and

(iii) 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

(iv) 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.

**ARTICLE 3 STATEMENT REQUIRED BY CIVIL CODE SECTION 1363.5**

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

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

Walnut Creek Mutual No. Fifty-Six  
c/o Golden Rain Foundation of Walnut Creek  
Attn: Mutual Operations Division  
800 Rockview Drive  
Walnut Creek, CA 94595

The physical location of the common interest development is:

Front Street: Lakeshire Drive  
Nearest Cross Street: Tice Creek Drive  
Walnut Creek, California 94595-2428

The name and address of the Corporation's managing agent, as defined in *Civil Code* section 1363.1 is:

Golden Rain Foundation of Walnut Creek  
Mutual Operations Division  
800 Rockview Drive  
Walnut Creek, CA 94595

The Corporation's managing agent is not certified pursuant to *Business and Professions Code* section 11502.

**ARTICLE 4 MEMBERSHIP**

The qualifications for membership in the Corporation, the classes of membership, the property, voting and other rights and privileges of members and their liability for assessments and other charges and the methods of collection thereof, shall be as set forth in both the Bylaws and the recorded Declaration of Covenants, Conditions and Restrictions of the Corporation (as amended, the "Declaration").

**ARTICLE 5 BOARD OF DIRECTORS**

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The affairs of this Corporation shall be managed by a Board of Directors. 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 LIMIT ON POWERS; TAXATION**

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Notwithstanding any of the statements of purpose or powers contained herein, the Corporation shall not engage, except to an insubstantial degree, in any activity or exercise that is not in furtherance of its specific and primary purposes. 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.

**ARTICLE 7 DISSOLUTION**

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So long as there is any Unit, 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 Walnut Creek Mutual No. Fifty-Six condominium project, 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.

**SCHEDULE "1"**

**LEGAL DESCRIPTION**

Lot 1, as shown on the map of Subdivision 7159, filed December 12, 1988, in Book 328 of Maps, Pages 17-20, Official Records of Contra Costa County, California,

Excepting Therefrom:

All oil, gas, casinghead gas, asphaltum, and other hydrocarbons and all chemical gas now or hereafter found, situated or located in all or any part of or portion of the land herein described lying more than five hundred feet (500') below the surface thereof, together with the right to slant drill for and remove all or any of said oil, gas, casinghead gas, asphaltum and other hydrocarbons and chemical gas lying below a depth of more than five hundred feet below the surface thereof; but without any rights whatsoever to enter upon the surface of said land or upon any part of said lands within five hundred feet (500') vertical distance below the surface thereof.

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