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**AMENDED ARTICLES OF INCORPORATION OF  
COWELL HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE 1            NAME**

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The name of the corporation is COWELL HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Corporation").

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

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This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof. 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 such law. This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the limited and primary purposes for which it is formed are to:

(i) provide for maintenance, protection, preservation, and architectural control of the residence lots and common area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real property located in the County of Contra Costa, State of California, and described in that certain Amended Declaration of Covenants, Conditions and Restrictions recorded in the Official Records of Contra Costa County, California, on November 9, 1989 as document no. 89-227765 (as amended, the "Declaration"); and

(ii) provide for the management, administration, and operation of the above-described property comprising the Cowell Homeowners Association, Inc. planned development and the business and affairs of the Corporation; and

(iii) 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) acquire by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation; and

(v) borrow money, and with the consent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any or all of the Corporation's real or personal property as security for money borrowed or debts incurred; and

(vi) dedicate, sell or transfer all of or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without the consent of two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer; and

(vii) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and common area, provided that any merger, consolidation or such annexation shall have the consent of two-thirds (2/3) of the members; and

(viii) 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.

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

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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:

4498 Lawson Court  
Concord, CA 94521

The business office of the Corporation is located in the common interest development

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

Homeowners Business Management, Inc.  
1855 Gateway Boulevard, Suite 340  
Concord, CA 94520

#### **ARTICLE 4 MEMBERSHIP**

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Every owner of a lot within the Cowell Homeowners Association, Inc. planned development which is subject by covenants of record to assessment by the Corporation shall be member of the Corporation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Corporation.

#### **ARTICLE 5 VOTING RIGHTS**

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The Corporation shall have one (1) class of voting membership, comprised of all members, whose voting rights shall be as set forth in the Bylaws of the Corporation.

#### **ARTICLE 6 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 7 LIMIT ON POWERS**

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Notwithstanding any of the statements of purposes and powers contained in Article 2 above, 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 8 TAXATION**

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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 9            DISSOLUTION**

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In the event of dissolution or winding up of the Corporation, all funds and properties remaining after paying or adequately providing for the debts and obligations of the Corporation, shall be held in trust for the use and benefit of or distribution to any other than a non-profit organization having the same purposes as this Corporation, or in the absence of such non-profit organization, for distribution to the City of Concord, State of California, or to any recreational district, community services district or other municipal corporation in trust for use in connection with the development and maintenance of the facilities and property owned by the Corporation at the time of its dissolution.

## **ARTICLE 10          DURATION**

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The Corporation shall exist perpetually.

## **ARTICLE 11          AMENDMENTS**

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Any amendments to these Amended Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote or written consent of a majority of all of the Members (sometimes referred to as a “majority of the total voting power” or an “absolute majority”).

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