

RESTATED

ARTICLES OF INCORPORATION

OF



THE MENLO COMMONS HOMEOWNERS ASSOCIATION

___Helen Olson___ and ___Kay Martin___ certify that:

1. They are the Vice President and Secretary, respectively, of THE MENLO COMMONS HOMEOWNERS ASSOCIATION, a California nonprofit mutual benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I
NAME

The name of the corporation (hereinafter called the "Corporation" or the "Association") is THE MENLO COMMONS ASSOCIATION. The corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

ARTICLE II
AGENT FOR SERVICE OF PROCESS

The name of the corporation's agent for service of process is Helen Olson. The address of the agent of the corporation is: 2140 Santa Cruz Avenue, Unit D-203, Menlo Park, CA 94025

ARTICLE III
BUSINESS OFFICE AND MANAGING AGENT

The location of the business office of the corporation is: 2140 Santa Cruz Avenue, E-311 Menlo Park, CA 94025. The Common Interest Development is situated in the City of Menlo Park, San Mateo County, California. The name of the Association's managing agent is **Manor Association, Inc.** and the agent's address is 353 Main Street, Redwood City, CA 94063-1729.

Law Offices of
Hanna & Van Atta
525 UNIVERSITY AVENUE, SUITE 705
PALO ALTO, CA 94301
TELEPHONE (650) 321-5700

**ARTICLE IV
NONPROFIT CORPORATION LAW OF 1980**

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.

**ARTICLE V
PURPOSES OF THE ASSOCIATION**

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 specific purpose of this corporation is to provide for management, administration, maintenance, preservation and architectural control of the residential Units and Common Area within a certain tract of property situated in the City of Menlo Park, County of San Mateo, California, fronting on Santa Cruz Avenue, nearest cross street Sand Hill Road Zip Code 94025, and to promote the health, safety and welfare of all the residents within the property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to that certain Enabling Declaration Establishing a Plan for Condominium Ownership, hereinafter called the "Declaration" recorded or to be recorded with respect to said property in the Office of the Recorder of San Mateo County, as required by § 1352 of the California Civil Code.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

**ARTICLE VI
DISSOLUTION**

This Association is intended to qualify as a homeowners' association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the Association property, and other than by a rebate of excess membership dues, fees, or Assessments. So long as there is any Unit, or Parcel for which the Association is obligated to provide management, maintenance, preservation or control, the Association 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 Association, upon or after termination of the project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be divided among and distributed to the Members in accordance with their respective rights therein.

**ARTICLE VII
AMENDMENTS**

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) or written ballot of Members representing a majority of the total voting power of the Association.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of Members.

We further declare 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.

Date: 10 / 11 / 2005

Helen Olson
Helen Olson, Vice President

Date: 10 / 11 / 2005

Kay Martin
Kay Martin, Secretary