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SECOND BOARD DRAFT 4/23/2018

**SECOND RESTATED ARTICLES OF INCORPORATION OF
THE MENLO COMMONS ASSOCIATION**

ARTICLE 1 NAME

The name of the corporation is THE MENLO COMMONS ASSOCIATION (hereinafter called the "Corporation").

ARTICLE 2 ELECTION UNDER NONPROFIT CORPORATION LAW OF 1980

The Corporation elects to be governed by all the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

**ARTICLE 3 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 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 primary purposes for which it is formed are:

- (i) to provide for maintenance, protection, preservation, and architectural control of the separate interests 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 San Mateo, State of California, described as follows:

Parcel A (including Building A (22 Units, and all improvements thereon) and Building B (25 Units, and all improvements thereon)) and Parcel B (including Building C (27 Units, and all improvements thereon), Building D (21 Units, and all improvements thereon) and Building E (27 Units, and all improvements thereon)), as shown on that certain "Parcel Map" filed for record on September 30, 1976,

1 in Volume 33 of Parcel Maps at Page 27, Official Records of
2 San Mateo County, State of California.

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4 (ii) to provide for the management, administration, and operation of the
5 above-described property comprising the Menlo Commons common
6 interest development and the business and affairs of the Corporation,
7
8 (iii) to promote the health, safety, welfare, and interests of all owners of
9 property and residents within the above-described property and any
10 additions thereto as may hereafter be brought within the jurisdiction of the
11 Corporation, and
12
13 (iv) to take such action as in the judgment of the Board of Directors shall be
14 necessary or proper or incidental to the foregoing purposes of the
15 Corporation.
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18 **ARTICLE 4 STATEMENT REQUIRED BY CIVIL CODE SECTION 4280 AND**
19 **CORPORATIONS CODE SECTION 7130(e)**

20
21 The Corporation is an association formed to manage a common interest
22 development under the *Davis-Stirling Common Interest Development Act*.

23
24 The business or corporate office of the Corporation is as follows:

25
26 2140 Santa Cruz Avenue
27 Apartment E311
28 Menlo Park, CA 94025

29
30 The physical location of the common interest development is:

31
32 Santa Cruz Avenue & Sand Hill Road
33 Menlo Park, CA 94025

34
35 The name and address of the Corporation's managing agent, as defined in *Civil*
36 *Code* section 4158(a) is:

37
38 The Manor Association
39 353 Main Street
40 Redwood City, CA 94063
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1 **ARTICLE 5 MEMBERSHIP**

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3 Every person or entity that is a record owner of a fee or undivided fee interest in
4 any separate interest within the real property described in Article 2 hereof, which
5 is subject by covenants of record to assessment by the Corporation, including
6 contract sellers, shall be a Member of the Corporation. The foregoing is not
7 intended to include persons or entities that hold an interest merely as security for
8 the performance of an obligation. Membership shall be appurtenant to, and may
9 not be separated from, ownership of any separate interest which is subject to
10 assessment by the Corporation.
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13 **ARTICLE 6 VOTING RIGHTS**

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15 The Corporation shall have one (1) class of voting membership, comprising all
16 Members, whose voting rights shall be as set forth in the Bylaws of the
17 Corporation.
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20 **ARTICLE 7 BOARD OF DIRECTORS**

21
22 The affairs of this Corporation shall be managed by a Board of Directors. The
23 number of directors, their qualifications, and the manner of their selection shall
24 be as set forth in the Bylaws of the Corporation.
25

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27 **ARTICLE 8 LIMIT ON POWERS; TAXATION**

28
29 This Corporation shall not, except to an insubstantial degree, engage in any
30 activities or exercise any powers that are not in furtherance of the primary
31 purposes of this Corporation. This Corporation is intended to qualify as a
32 Homeowners Association under the applicable provisions of Section 528 of the
33 United States *Internal Revenue Code* ("IRC") and of Section 23701t of the
34 *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be
35 amended from time to time. No part of the net earnings of this Corporation shall
36 inure to the benefit of any private individual, except as expressly provided in IRC
37 Section 528 and R&TC Section 23701t with respect to the acquisition,
38 construction, or provision for management, maintenance, and care of the
39 Corporation property, and other than by rebate of excess membership dues,
40 fees, or assessments.
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1 **ARTICLE 9 DISSOLUTION**

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3 To the extent required pursuant to *Corporations Code* section 8724, so long as
4 there is any lot or parcel for which the Corporation is obligated to provide
5 management, maintenance, preservation, or control, the Corporation shall not
6 transfer all or substantially all of its assets or file a certificate of dissolution
7 without the approval of one hundred percent (100%) of the Members. In the
8 event of the dissolution, liquidation, or winding-up of the Corporation, upon or
9 after termination of the development in accordance with provisions of the
10 recorded declaration governing the property comprising the development, the
11 Corporation's assets remaining after payment, or provision for payment, of all
12 debts and liabilities of the Corporation shall be divided among and distributed to
13 its Members in accordance with their respective rights therein.
14

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16 **ARTICLE 10 AMENDMENTS**

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18 Any amendments to these Amended and Restated Articles of Incorporation shall
19 require the approval of the Board of Directors and the approval by the affirmative
20 vote of Members representing at least a majority of the Members voting on such
21 amendment provided the number of Members voting thereon shall be sufficient to
22 constitute a quorum.
23

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25 **ARTICLE 11 GENERAL PROVISIONS**

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27 Capitalized terms appearing in these Amended and Restated Articles of
28 Incorporation shall have the meaning set forth in the Bylaws.
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