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ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAY 3 - 1966

FRANK M. JORDAN, Secretary of State

By Bill Holden, Deputy

ARTICLES OF INCORPORATION
of
HILLER HIGHLANDS I ASSOCIATION

We, the undersigned, do hereby associate ourselves together for the purpose of forming a non-profit corporation, pursuant to the General Non-Profit Corporation Law, and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

HILLER HIGHLANDS I ASSOCIATION.

ARTICLE II

The specific and primary purposes for which this corporation is formed are to provide for the management, maintenance and preservation of the property over which this corporation has jurisdiction, every part thereof, and the improvements thereon for the benefit of the owners thereof, for their pleasure, recreation and other non-profit purposes, and to comply with the conditions of ETU 65-356, granted August 3, 1965, by the Oakland, California City Council, requiring the establishment of an association to maintain the landscaping, structures and facilities on the property which is subject to the jurisdiction of this corporation, and in furtherance of the foregoing purposes to do any and all things which may be authorized, required or permitted to be done by this corporation under and by virtue of any Declaration of Covenants, Conditions and Restrictions affecting the property which is subject to the jurisdiction of this corporation, and to do and perform all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of this corporation, for the peace, health, comfort, safety or general welfare of the owners and occupants of property subject to the jurisdiction of this corporation.

ARTICLE III

In addition and incidental to the specific and primary purposes for which this corporation is formed, this corporation may carry on any other lawful activity or do anything whatsoever which the corporation may deem proper or convenient or capable of being carried on, in connection with the foregoing or otherwise, or which may be calculated directly or indirectly to promote the interests of the corporation or of the property over which it has jurisdiction; and to have, enjoy and exercise all of the rights, powers and privileges which are now or which may hereafter be conferred upon non-profit corporations by the laws of California, including the right to do any and all of the things hereinabove set forth, as principal and as agent, to the same extent as natural persons might or could do.

ARTICLE IV

"Property over which this corporation has jurisdiction" or "property subject to the jurisdiction of this corporation", as the foregoing terms are used in these Articles, is and refers to that certain real property, or any part or parts or portion or portions thereof, or interest or estate therein, in the City of Oakland, County of Alameda, State of California more particularly hereafter in this Article IV described, which is or may hereafter be, but only as and when, made subject to a recorded Declaration of Covenants, Conditions and Restrictions. The real property referred to in this Article IV is described as follows:

That property designated TRACT 2783, Resubdivision of Portion of Lot 4, TRACT 2765, Oakland, Alameda County, California, on the map so entitled, recorded April 14, 1966 in Map Book 52, Page 103, in the Office of the Alameda County Recorder, *excepting therefrom* the parcel designated "Recreation Area - Parcel 1" on said Map.

ARTICLE V

The principal office for the transaction of the business of this corporation is to be located in the County of Alameda, State of California.

ARTICLE VI

The number of directors of the corporation shall be three, which number shall constitute the authorized number of directors until changed by amendment of these Articles or by a by-law adopted by the members of this corporation, and the names and addresses of the persons who are appointed to act as the first directors of this corporation are as follows:

Warner R. Odenthal
1450 Doolittle Drive
San Leandro, California 94577

William P. Gilmore
1450 Doolittle Drive
San Leandro, California 94577

E. Myron Bull, Jr.
310 Sansome Street
San Francisco, California 94104

ARTICLE VII

The By-Laws of this corporation shall be adopted, amended or repealed by the vote or written assent of members entitled to exercise 75% of the voting power.

ARTICLE VIII

This corporation shall have one class of members whose rights and interests shall be equal and identical, except only as to voting rights as hereinafter provided. Each person who or which is shown by a duly acknowledged instrument recorded in the Office of the County Recorder of Alameda County, California to be the owner of a fee interest in one or more condominiums or residence lots embraced within the property subject to the jurisdiction of this corporation may be a member of this corporation, provided and excepting that:

(a) Notwithstanding that more than one person may be shown of record to be the owner of one condominium or one residence lot jointly or in common with others, only one of such joint or common owners shall be a member. With regard to any interest held by a husband and wife in joint tenancy or as tenants in common, the husband shall be deemed to be the member, and shall remain such until both such husband and wife shall advise the corporation in writing that the wife shall be the member, whereupon the wife shall be deemed to be the member. With regard to any interest held by more than one person (other than a husband and wife) as joint tenants or as tenants in common, the members shall be such one of such joint tenants or tenants in common as all of such joint tenants or tenants in common shall advise this corporation in writing, and until this corporation receives such advice, the member shall be the one of such joint tenants or tenants in common who shall be designated by the Board of Directors.

(b) Membership shall subsist and continue only for so long as such interest is shown of record to be the interest of the member. Membership in this corporation shall not terminate upon the death of a member, but all of the rights of such member shall be vested in the personal representative of such deceased member; provided, however, that if the interest held by such deceased member which entitled such member to membership was held jointly or in common with another or others who survive such member, then upon the death of such deceased member the membership of such member shall terminate, and such other or one of such other joint or common owners shall become the member.

ARTICLE IX

The voting rights of this corporation shall be vested in the members thereof. Each member shall be entitled to one vote for each condominium or residence lot (embraced within the property subject to the jurisdiction of this corporation) of which he is shown by an instrument duly acknowledged and recorded in the Office of the County Recorder of Alameda County, California, to be the owner; and in the case of a condominium or residence lot shown of record to be owned jointly or in common by more than one person, in regard to which he is or is deemed to be the member according to the provisions of Article VIII hereof.

ARTICLE X

This corporation shall have no capital stock and is not formed for profit. It is a corporation which does not contemplate the distribution of accumulations, gains, profits, or dividends to the members thereof, and is a corporation, no part of the accumulations, gains or profits of which shall be paid or inure to the benefit of any private person, member or individual, and no part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise to influence legislation.

ARTICLE XI

All of the assets and property of this corporation are irrevocably dedicated to community and civic welfare and interest, and upon liquidation, dissolution or abandonment of this corporation none of its assets or property shall inure to the benefit of any private person, but shall be distributed to a fund or funds, foundation or foundations, or corporation or corporations organized and operated for the purpose of aiding and developing community and civic welfare and interest within the limits of the City of Oakland, State of California, or within such limits and elsewhere; provided, however, that in the absence of a specific designation or designations by the person or persons or board having authority so to do, then the same shall be distributed to the City of Oakland, State of California, for park and recreational purposes.

ARTICLE XII

These Articles may be amended only by resolution of the Board of Directors and the vote or written consent of members holding a 75% majority of the voting power given either before or after adopting the resolution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of April, 1966.

WARNER R. ODENTHAL
Warner R. Odenthal

WILLIAM P. GILMORE
William P. Gilmore

E. MYRON BULL JR.
E. Myron Bull, Jr.

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
City and County of San Francisco)

On this 28th day of April, 1966, before me, D. Virginia Arner, a Notary Public in and for the City and County of San Francisco, State of California, duly commissioned and sworn, personally appeared WARNER R. ODENTHAL, WILLIAM P. GILMORE and E. MYRON BULL, JR., known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same; and that they are the Directors named therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and County of San Francisco, the day and year in this certificate first above written.

D. Virginia Arner
D. Virginia Arner
Notary Public - California
City and County of San Francisco
My Commission Expires Oct. 11, 1966

(SEAL)