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Secretary of State
State of California

ASV

**Officer's Certificate
Restated Articles of Incorporation**

1cc FEB 24 2014

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of *WILLOWBROOK-SKYVIEW ROAD ASSOCIATION*, a California corporation (#C-0751425).
2. The Articles of Incorporation of this corporation are amended and restated to read as attached (Exhibit A). Exhibit A is hereby formally incorporated by reference as if fully set forth herein.
3. The attached amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The attached amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members. The final tally of votes being 75.2% in favor, where the required vote was 75%.
5. Due to the conversion of the Corporation from Public to Mutual Benefit, the approval of the Attorney General was sought and provided.

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 2/18/14

CATRINA FISH
Catrina Fish, President

Brian Corzilius
Brian Corzilius, Secretary

Exhibit A:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WILLOWBROOK-SKYVIEW
ROAD ASSOCIATION

ARTICLE I

The name of this corporation is WILLOWBROOK-SKYVIEW ROAD ASSOCIATION (“SWARM”).

ARTICLE II

This corporation is formed under and governed by the California Nonprofit Corporation Law (Cal. Corporations Code sections 5000, et. seq.), specifically Corporations Code sections 7110 – 8910.

The principal office for the transaction of business of this corporation, if any, shall be located within the named subdivisions; and the corporation shall be managed by its elected Board Members. Contact information for the same shall change from time to time and shall be found on the corporation’s website (www.sherwoodgates.org) and other such member-notice instruments. The physical address and agent (e.g. for service contact), if any, will be as that updated each year with the California Secretary of State (ref. annual SI-100 filing).

ARTICLE III

- (a) 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. It is not organized for the private gain of any person.
- (b) The specific purpose of this mutual benefit corporation is to maintain, preserve, repair, improve and replace the roads situated within the easements appurtenant to all that real property known hereinafter as “the Subdivisions,” located in the County of Mendocino, State of California, and described as follows:
 - 1) Lots 1 through 5, inclusive, and Lots 25 through 71 inclusive, and all easements appurtenant thereto, of the Willowbrook Hills Subdivision, as delineated on that certain subdivision map recorded in the office of the Mendocino County Recorder, Case 2, Drawer 16, Page 100, and;

- 2) Lots 1 through 71 and Annexed Lots 1 to 3, inclusive, and all easements appurtenant thereto, of the Sherwood Forest Hills Subdivision, as delineated on that certain subdivision map recorded in the office of the Mendocino County Recorder, Case 2, Drawer 15, Page 1.

Parcels created by lot-split or merger of parcels, any of which are defined as part of either of the Subdivisions, shall also be considered "parcels" within the Subdivisions. The roads and easements within the Subdivisions shall be the defined area managed by SWARM, which shall be organized to promote the health, safety and welfare of the residents on, and owners of, parcels within the Subdivisions and any additions thereto as may hereafter be brought within the jurisdiction of SWARM for this purpose.

- (c) This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act (Cal. Civil Code sections 4000, et. seq.).

ARTICLE IV

In furtherance of the purposes for which SWARM is organized, SWARM shall have the power to:

- (a) To exercise and enforce all powers and privileges and perform all duties and obligations of SWARM as set forth in that Declaration of Restrictions, Conditions, Covenants and Agreements ("CC&Rs") applicable to the parcels within the Subdivisions, recorded in the Office of the Recorder of the County of Mendocino, State of California, on November 12, 2013 as Instrument 2013-16744, as the same may be amended from time to time as therein provided, said CC&Rs being incorporated herein as though fully set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means (including by lien against parcels), all charges or assessments of members pursuant to its Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of SWARM, including all licenses, taxes or governmental charges levied or imposed against the property of SWARM;
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of SWARM;
- (d) Borrow money and incur indebtedness, and to pledge, mortgage, hypothecate and secure by deed of trust any or all of its real or personal property as security for its indebtedness, except that SWARM shall not encumber any of its road or right-of-way easements in the Subdivisions for any purpose;

- (e) Transfer all or any part of its road easements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the regular members. No such transfer shall be effective unless ratified and approved by a vote of two-thirds (2/3rds) of the regular members, agreeing to such sale or transfer;
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose, or annex additional residential property and road easements, provided that any such merger, consolidation or annexation shall require the vote of two-thirds (2/3rds) of the regular members entitled to vote;
- (g) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California by law may now or hereafter have or exercise, and;
- (h) 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 primary purposes of this corporation, or which would not be permitted to be carried on by any corporation exempt from income taxation under I.R.S. 501(c)(4), or under section 23701f of the California Revenue and Taxation Code.

**ARTICLE V
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is located in the Subdivisions, including contract sellers, shall be a member in SWARM, and shall be subject to its assessments and levies. The foregoing is not intended to include persons or entities that hold an interest merely as a security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership or any parcel which is subject to assessment by SWARM. No owner of any parcel may become exempt from his or her share of assessments by waiving the use or enjoyment of the parcel or by abandoning the parcel.

**ARTICLE VI
VOTING RIGHTS**

There shall be two (2) classes of members in SWARM, which shall be called "regular members" and "delinquent members".

- 1) "Regular members" are the record owners of parcels within the Subdivisions who are current and paid up in all assessments, fees and levies duly levied or imposed by SWARM, and they shall be voting members in all corporate matters in which such a vote is given to them under the Bylaws or by California law.

- 2) "Delinquent members" are the record owners of parcels within the Subdivisions who have become delinquent in the payment of any assessments, fees or levies duly levied or imposed by SWARM, and they shall have no voting rights in any corporate matter unless required by law.

Any delinquent member may become a regular member upon the payment of all duly levied or imposed SWARM assessments, fees or levies which are in fact overdue and delinquent, together with all interest, late charges and other costs of collection (including attorney's fees if incurred), which remain unpaid for their member's parcel. Except as to voting rights, the rights, interests, privileges and duties of each member, regular or delinquent, shall be equal.

The record owners of each parcel within the Subdivisions that are regular members shall be entitled to cast one (1) vote for each parcel owned in voting on any matter before the voting membership. When more than one person holds a record interest in any parcel, all such persons shall be members, but the vote for such parcel shall be exercised as they among themselves determine. In no event shall more than one (1) vote be cast on any single matter with respect to any single parcel.

ARTICLE VII BOARD OF DIRECTORS

The powers of SWARM shall be vested in, its property managed by and its affairs conducted by a Board of Directors ("Board") who shall be regular members of SWARM. The number of members ("Directors") of the Board shall not be less than five (5) nor more than eleven (11) persons, and the precise number of Directors shall be determined and fixed as specified in the Bylaws. A Director who becomes a delinquent member shall lose his/her ability to vote on any matter before the Board.

The Directors shall serve without compensation and no Director shall receive any pecuniary benefit from SWARM other than reimbursement for his or her actual expenses incurred in connection with the business of SWARM.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to an action so taken shall state that the action was taken with unanimous written consent of the Board without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Other duties and powers of the Board shall be as specified in the Bylaws of this corporation.

**ARTICLE VIII
DISSOLUTION**

This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to the purposes identified in Article III(b), above and no part of the profits or net income of this corporation shall ever inure to the benefit of any Director, officer, or member thereof or to the benefit of any private shareholder or individual.

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to an appropriate nonprofit corporation or association formed for purposes similar to those for which this corporation was created. In the event that such distribution is refused acceptance such assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for health, safety and welfare purposes and which has established, and maintains, its tax exempt status under Section 501(c)(4) of the Internal Revenue Code and Section 23701f of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

**ARTICLE IX
AMENDMENTS TO ARTICLES**

Amendments to these Articles of Incorporation shall require the affirmative assent (by vote or written consent) of regular members representing a majority of the voting power of the regular members entitled to vote.

We, the below-signed officers of WILLOWBROOK-SKYVIEW ROAD ASSOCIATION, hereby certify by our signature below that the foregoing are the Restated and Amended Articles of Incorporation of said corporation, adopted by the required vote of the Board of SWARM and adopted by the required vote of the voting membership on July 8, 2013.

Signed CATRINA FISH
By CATRINA FISH
(President)

Signed [Signature]
By LINDA STARVIS
(Treasurer)

Signed [Signature]
By Brian S. Cordeus
(Secretary)



I hereby certify that the foregoing transcript of 7 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

FEB 27 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State