

2791184



State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 05 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

2791184

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

JUL 05 2006

THE GROVE LOFTS

OWNERS ASSOCIATION

ARTICLE I

NAME OF CORPORATION

The name of this corporation is The Grove Lofts Owners Association (referred to herein as the "Association").

ARTICLE II

PURPOSES OF THE CORPORATION

This corporation is a nonprofit mutual benefit corporation organized under the California 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 is formed to manage a common interest development under the Davis-Stirling Common Interest Development Act (California Civil Code Section 1350 et seq). The specific and primary purposes are to provide for the government, maintenance, preservation and architectural control of that certain planned development project located in the City of Healdsburg, County of Sonoma, known as The Grove Lofts (referred to herein as the "Project"), and to promote the health, safety and welfare of the residents therein.

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 III

BUSINESS OR CORPORATE OFFICE

The association has no business or corporate office.

ARTICLE IV

AGENT FOR SERVICE

The name and address in the State of California of this Association's initial agent for service of process is: Thomas R. White, 2185 West Dry Creek Road, Healdsburg, CA 95448.

ARTICLE V

MANAGING AGENT

THE ASSOCIATION HAS NO MANAGING AGENT.

ARTICLE VI

AMENDMENT

Amendment of these Articles while the two-class voting structure is in effect shall require the vote or written consent of (1) the members representing seventy-five percent (75%) of the voting power of each class of membership; and (2) seventy-five percent (75%) of the members of the Board. At such time that the two-class voting structure is no longer in effect because of the conversion of one class to another, any amendment of these Articles shall require the vote or written consent of: (1) seventy-five percent (75%) of the total voting power of this Association; (2) seventy-five percent (75%) of the Members other than Declarant (as defined in the "Declaration of Conditions, Covenants and Restrictions of The Grove Lofts, a Planned Development"); and (3) seventy-five percent (75%) of the members of the Board.

ARTICLE VII

DISSOLUTION

This Association does not contemplate pecuniary gain or profit to the members thereof and 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 of the Declaration with respect to the acquisition, construction, or provision for management, maintenance, and care of this Association Property, and other than by a rebate of excess membership dues, fees, or assessments. In the event of the dissolution, liquidation, or winding-up of this Association, upon or after termination of the Project in accordance with provisions of such Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be divided among and be distributed to the Members in accordance with their respective rights therein.


If this Association 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 the principal office of this corporation is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation this 30th day of June, 2006.



Thomas R. White

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Thomas R. White

