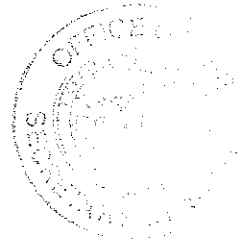
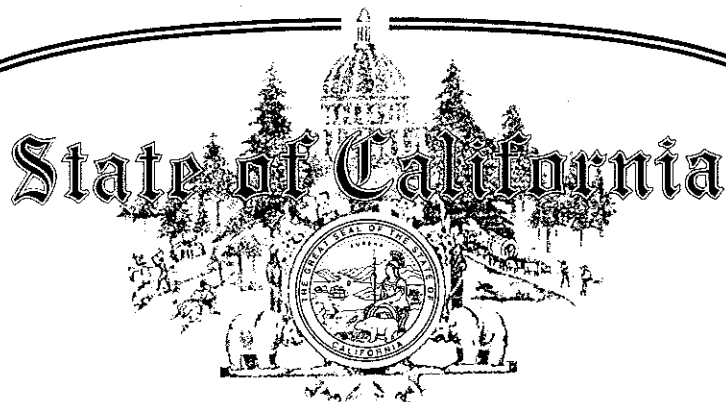


WALNUT PARK WC HOMEOWNERS ASSOCIATION

If this document contains any restriction based on race, color, religion, sex, familial status, martial status, disability, national origin, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.1 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

ARTICLES OF INCORPORATION BY-LAWS

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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



Bill Jones

Secretary of State

DEC -4 2002

ARTICLES OF INCORPORATION OF WALNUT PARK WC HOA

ARTICLE 1 NAME OF THE CORPORATION

The name of the Corporation is WALNUT PARK WC HOA (hereinafter called the "Corporation").

ARTICLE 2 NAME OF EXISTING UNINCORPORATED ASSOCIATION

The name of the existing unincorporated association, now being incorporated by the filing of these Articles, is Walnut Park Homeowners' Association.

ARTICLE 3 ORGANIZATION AND PURPOSE OF THE CORPORATION

The 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.

ARTICLE 4 SPECIFIC PURPOSES AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, protection, preservation, and architectural control of the residence Units and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, to provide for the management, administration, and operation of the property comprising the Walnut Park condominium project and the business and affairs of the Corporation, and to promote the health, safety, welfare, and interests of all owners of property and residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of the Corporation, and to take such action as in the judgment of the Board of Directors shall

be necessary or proper or incidental to the foregoing purposes of the Corporation.

ARTICLE 5 STATEMENT REQUIRED BY *CIVIL CODE* SECTION 1363.5

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

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

c/o Common Interest Management Services, Inc.
315 Diablo Road, Suite 221
Danville, California 94526

The physical location of the common interest development is:

The front street of the Project is Walnut Boulevard and the nearest cross street is Ygnacio Valley Road, Walnut Creek, California 94596-7200

The name and address of the Corporation's managing agent, as defined in *Civil Code* Section 1363.1 is:

Common Interest Management Services, Inc.
315 Diablo Road, Suite 221
Danville, California 94526

ARTICLE 6 MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit within the Project, which is subject, by covenants of record, to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Unit which is subject to assessment by the Corporation.

ARTICLE 7 VOTING RIGHTS

The Corporation shall have one class of voting membership, comprised of all Members, whose voting rights shall be as set forth in the Declaration and Bylaws of the Corporation.

ARTICLE 8 BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors who shall be Members in good standing of the Corporation. The number of Directors, their qualifications, and the manner of their selection shall be as set forth in the Bylaws and Declaration of the Corporation.

ARTICLE 9 AGENT FOR SERVICE OF PROCESS

The name and address of the Corporation's initial agent for service of process is:

Teri Gard
315 Diablo Road, Suite 221
Danville, California 94526

ARTICLE 10 DISSOLUTION

This Corporation is intended to qualify as a Homeowners Association under the applicable provisions of Section 528 of the United States *Internal Revenue* ("IRC") and of Section 23701t of the *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be amended from time to time. No part of the net earnings of this Corporation shall inure to the benefit of any private individual, except as expressly provided in IRC Section 528 and R&TC Section 23701t with respect to the acquisition, construction, or provision for management, maintenance, and care of the Corporation property, and other than by rebate of excess membership dues, fees, or assessments. So long as there is any unit for which the Corporation is obligated to provide management, maintenance, preservation, or control, the Corporation 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 Corporation, upon or after termination of the project, in accordance

with provisions of the Declaration, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be divided among and distributed to its Members in accordance with their respective rights therein.

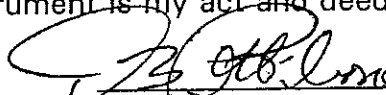
ARTICLE 11 AMENDMENTS

Any amendments to these Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote or written consent of Members representing at least a majority of the total voting power of the Corporation (sometimes referred to as an "absolute majority").

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 26 day of November, 2002.


Donald B. Pettibone, Incorporator

I hereby declare that I am the person who executed the above Articles of Incorporation and that such instrument is my act and deed.


Donald B. Pettibone, Incorporator

DECLARATION

Donald B. Pettibone and Laurie J. Russell declare under penalty of perjury under the laws of the State of California that they are the President and Secretary, respectively, of the unincorporated association referred to in the Articles of Incorporation to which this Declaration is attached, and that said association has duly authorized its incorporation by means of said Articles.

Date: 11/26/02


President

~~Donald B. Pettibone~~
Donald B. Pettibone
Typed Name of President


Secretary

Laurie J. Russell
Laurie J. Russell
Typed Name of Secretary

