

AUG 26 2005

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
WALNUT CREEK MUTUAL NO. 58
AND VERIFICATION

We, the undersigned, James McCort and James H. Riggs

1. hereby certify that:
 - a. we are the President and Secretary, respectively, of Walnut Creek Mutual No. 58, a California nonprofit mutual benefit corporation, and are duly authorized to execute this Certificate;
 - b. the Articles of Incorporation of the Corporation, which were filed on May 19, 1989, shall be amended to read as set forth in full in Exhibit "A" attached to this Certificate and incorporated by reference as if fully set forth herein; and
 - c. the foregoing amendment has been approved by the Board of Directors and by the required vote of Members; and
2. each hereby declares under penalty of perjury pursuant to the laws of the State of California, that the matters set forth above are true of his or her own knowledge.

EXECUTED at Walnut Creek, California, this 4th day of August, 2005.

James McCort
James McCort, President

James H. Riggs
James H. Riggs, Secretary

EXHIBIT "A"

**AMENDED ARTICLES OF INCORPORATION OF
WALNUT CREEK MUTUAL NO. 58**

ARTICLE 1 NAME

The name of the corporation is Walnut Creek Mutual No. 58 (hereinafter called the "Corporation").

**ARTICLE 2 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 residential Units (also known as "Manors") and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real property located in the City of Walnut Creek, County of Contra Costa, State of California and more particularly described in Schedule "1" attached hereto and incorporated herein by this reference; and

(ii) to provide for the management, administration, and operation of the property described in Schedule "1" comprising the Walnut Creek Mutual No. 58 condominium project and the business and affairs of the Corporation; and

(iii) 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

(iv) 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 3 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:

Walnut Creek Mutual No. 58
1860 Tice Creek Drive, Box 1
Walnut Creek, CA 94595

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

Golden Rain Foundation of Walnut Creek
Attn: Kerstina Clark, CCAM, PCAM
c/o Walnut Creek Mutual No. 58
1860 Tice Creek Drive, Box 1
Walnut Creek, CA 94595

ARTICLE 4 MEMBERSHIP

The qualifications for membership in the Corporation, the classes of membership, the property, voting and other rights and privileges of members and their liability for assessments and other charges and the methods of collection thereof, shall be as set forth in the Bylaws of the Corporation.

ARTICLE 5 BOARD OF DIRECTORS

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

ARTICLE 6 LIMIT ON POWERS; TAXATION

Notwithstanding any of the statements of purpose or powers contained herein, the Corporation shall not engage, except to an insubstantial degree, in any activity or exercise any powers that are not in furtherance of its specific and primary purposes. This Corporation is intended to qualify as a Homeowners Association under the applicable provisions of Section 528 of the United States *Internal Revenue Code* ("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.

ARTICLE 7 DISSOLUTION

So long as there is any Unit, lot or parcel 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 Walnut Creek Mutual No. 58 condominium 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 8 AMENDMENTS

Any amendments to these Amended 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 Members voting on such amendment provided the number of Members voting hereon shall be sufficient to constitute a quorum (also known as a "Simple Majority").

SCHEDULE "1"

LEGAL DESCRIPTION

Lot 1 of SUBDIVISION 7176 filed in the Office of the County Recorder of Contra Costa County, California, on April 7, 1989 in Book 332 of Maps at Pages 21 through 24, EXCEPTING THEREFROM that portion thereof described on Exhibit "B" attached to the Declaration, TOGETHER WITH the real property described on Exhibit "C" attached to the Declaration; and

Lot 1 of SUBDIVISION 7444 filed in the Office of the County Recorder of Contra Costa County, California, on February 23, 1990 in Book 342 of Maps at Pages 23 through 25; and

A portion of Parcel "A" as described in the "Waiver of Parcel Map and Certificate of Compliance Subdivision MS 802W-93" recorded August 24, 1994 in Deed Series Number 94-211957, Contra Costa County Records; described as follows: Beginning at the Northeast corner of Said Parcel A; thence from said point of beginning along the easterly line of said Parcel A South $08^{\circ}04'33''$ East 17.483 meters to the southerly line of said Parcel A, also being the northerly line of Golden Rain Road; thence along said southerly line North $84^{\circ}49'28''$ West 12.975 meters to the beginning of a curve concave to the northeast, having a radius of 3.048 meters; thence leaving said southerly line northerly 4.788 meters along the arc of said curve through a central angle of $90^{\circ}00'00''$; thence North $05^{\circ}10'32''$ East 10.141 meters to the beginning of a curve concave to the West, having a radius of 35.052 meters; thence northerly 0.994 meters along the arc of said curve through a central angle of $01^{\circ}37'33''$ to the northerly line of said Parcel A; thence along said northerly line North $81^{\circ}55'27''$ East 12.360 Meters to the point of beginning.

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State of California
Secretary of State

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

That the attached transcript of 5 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

SEP 14 2005

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

BRUCE McPHERSON
Secretary of State

AUG 26 2005

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James McCort, President

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