

"Exhibit A"

**SECOND RESTATED ARTICLES OF INCORPORATION OF
SUNSET PARK OF SUNNYVALE HOMEOWNERS ASSOCIATION**

ARTICLE 1 NAME

The name of the corporation is SUNSET PARK OF SUNNYVALE HOMEOWNERS ASSOCIATION (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 to provide for maintenance, protection, preservation, and architectural control of the residence Lots and Common Area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain tract of property located in the County of Santa Clara, State of California, described as follows:

All of the real property shown on the subdivision map entitled "Tract No. 4876, Sunset Park of Sunnyvale, Unit No. 1" recorded on November 17, 1970 in Book 275 of Maps at pages 31 and 32, in the Official Records of Santa Clara County, State of California, and

All of the real property shown on the subdivision map entitled "Tract No. 4925, Sunset Park of Sunnyvale, Unit No. 2" recorded on July 22, 1971 in Book 286 of Maps at pages 45 and 46, in the Official Records of Santa Clara County, State of California;

to provide for the management, administration, and operation of the herein described property comprising the SUNSET PARK OF SUNNYVALE HOMEOWNERS Development 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 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:

c/o Community Management Systems, Inc.
1935 Dry Creek Road, Suite 203
Campbell, CA 95008

The physical location of the common interest development is:

Connemara Way and Sunnyvale-Saratoga Road
Sunnyvale, CA 94087-3282

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

Community Management Systems, Inc.
1935 Dry Creek Road, Suite 203
Campbell, CA 95008

ARTICLE 4 MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the real property described in Article 2 hereof, 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 Lot which is subject to assessment by the Corporation.

ARTICLE 5 VOTING RIGHTS

The Corporation shall have one (1) 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 6 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 of the Corporation.

ARTICLE 7 DISSOLUTION

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. So long as there is any 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 Development, 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 Restated 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 (also known as an "absolute majority").