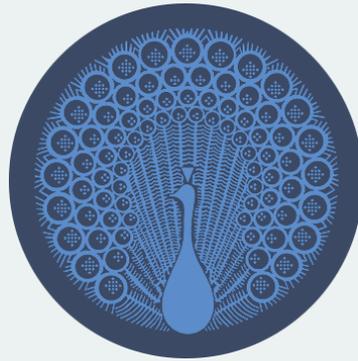


PEACOCK GAP  
HOMEOWNER'S ASSOCIATION



Articles of  
Incorporation

JAN 21 1964

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ARTICLES OF INCORPORATION

OF

PEACOCK GAP HOMEOWNERS ASSOCIATION

465028

**FILED**

In the office of the Secretary of State  
of the State of California

FEB 4 1964

FRANK M. JORDAN, Secretary of State

I

The name of the corporation is:

PEACOCK GAP HOMEOWNERS ASSOCIATION

By

Deputy

II

The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in subparagraph (1) of this Article II, are as follows:

- (1) To promote or contribute to the general welfare and betterment of the Peacock Gap Area.
- (2) To enter into any transaction whatsoever which the corporation may deem proper or convenient in connection with promotion or contribution to the general welfare of the Peacock Gap Area, or which may be calculated directly or indirectly to promote or contribute to the general welfare and betterment of the Peacock Gap Area.

III

The county in this state where the principal office for the transaction of business of the corporation is to be located is Marin County.

IV

The corporation is organized pursuant to the General Nonprofit Corporation Law.

Restriction of Right  
to Amend Articles  
Yes

NO

V

The names and addresses of the eight persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
George Anderson	312 Riviera Drive San Rafael, California
Frank Tavel	356 Riviera Drive San Rafael, California
Richard Morrison	368 Riviera Drive San Rafael, California
Arity Findlay	213 San Marino Drive San Rafael, California
Tom Brownlee	4 via Montebello San Rafael, California
Donald L. Schweitzer	309 Riviera Drive San Rafael, California
Ian Miller	160 Riviera Drive San Rafael, California
Jock Dawe	211 Riviera Drive San Rafael, California

VI

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, their liability to dues or assessments, and the method of collection thereof, shall be set forth in the by-laws of the corporation, which shall not, however, provide for the issuance of more than one membership to any member.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the General Nonprofit Corporation Law of the State of California, we, the undersigned, named in these Articles of incorporation to act in the capacity of first directors, have executed these Articles of Incorporation, this twentieth day of December, 1963.

George Anderson  
George Anderson

Frank R. Tavel M.D.  
Frank Tavel

Richard L. Morrison  
Richard Morrison

Arity J. Findlay  
Arity Findlay

Tom Brownlee  
Tom Brownlee

Donald L. Schweitzer  
Donald L. Schweitzer

Ian Miller  
Ian Miller

Jock Dawe  
Jock Dawe

State of California )  
County of Marin ) ss.

On this twentieth day of December, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared George Anderson, Frank Tavel, Richard Morrison, Arity Findlay, Tom Brownlee, Donald L. Schweitzer, Ian Miller, and Jock Dawe, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Robert Findlay  
NOTARY PUBLIC in and for the  
State of California

My commission expires 4/17/66

## FRANCHISE TAX BOARD

1025 P STREET, SACRAMENTO 95814



ALAN CRANSTON, State Controller—Chairman

HALE CHAMPION, Director of Finance

JOHN W. LYNCH, Chairman Board of Equalization

MARTIN HUFF, Executive Officer

January 31, 1964

Peacock Gap Homeowners Association  
c/o Donald L. Schweitzer  
309 Riviera Drive  
San Rafael, California

Re: Exemption from Franchise Tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State Franchise Tax under the provisions of Section 23701 f of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as **a civic league**.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. You are required to report any such changes immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds \$25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

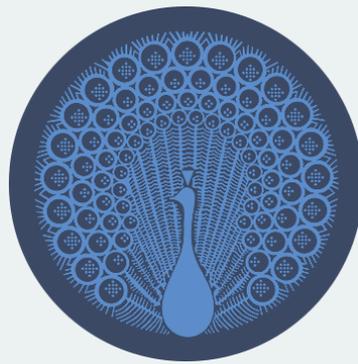
If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within thirty days.

Very truly yours,

*James T. Philbin*  
James T. Philbin  
Associate Tax Counsel

JTP:ef  
cc: Secretary of State  
(c,f,g,i,j,l,m)

PEACOCK GAP  
HOMEOWNER'S ASSOCIATION



AMENDMENT 1  
Articles of  
Incorporation

AMENDED ARTICLES OF INCORPORATION

OF

**THE** PEACOCK GAP HOMEOWNERS ASSOCIATION

ARTICLE I

The name of this corporation is:

THE PEACOCK GAP HOMEOWNERS ASSOCIATION

ARTICLE II

The specific and primary purposes for which this corporation is formed are:

a. To maintain, care for, purchase, own, lease as lessee or otherwise acquire, construct, improve, repair, reconstruct, own and dispose of buildings, structures, streets, roadways, drives, walls, alleys, sewers, electrical, gas, telephone and television services and fixtures, dressing rooms, laundry areas and facilities, swimming pools and accessory equipment, parks, open spaces, parkways, planted and landscaped area, playgrounds, gates, ponds, lakes, lagoons, boating and berthing facilities, breakwaters and yacht harbors, tennis courts, golf courses, club houses, and other places of amusement and community recreation facilities appropriate for the use and benefit of the members of this corporation, or for the improvement and development of the property or any part thereof, over which this corporation has jurisdiction, and to charge for the use thereof; provided, however, that no purchase, lease or other acquisition of any of the foregoing facilities shall be made for a sum in excess of two (2) times the paid membership for the next year preceeding such purchase, lease or other acquisition, without the consent of the members.

b. To hold easements for or the fee to or to improve, maintain, and light streets, roads, alleys, courts, walks, gateways, fences, ornamental features, fountains, shelters, comfort stations, and similar buildings and improvements, grass plots and other areas and plantings; to care for, plant and replant trees, shrubs or other plants on streets, parks, playgrounds, easements, or upon any property over which it may have control or

jurisdiction; to construct, improve, purchase or maintain sewer systems, storm water sewers and drains upon its easements and properties; to provide for the collection and disposition of street sweepings, ashes, garbage, rubbish and the like, and to make and collect charges therefor; insofar as it can legally do so, to grant franchises, rights of way and easements for public utilities and other purposes, upon, over or under any of said property; in respect to streets, roads, alleys, walks, easements or rights of ways owned or held by this corporation, to exercise such control as this corporation may deem desirable, subject to the legal rights of others; and to erect and maintain adequate signs for marking streets, paths, walks, parks, parkways, common areas or other property.

c. To fix, establish, levy and collect charges and assessments in accordance with these articles and the Declaration of Covenants, Conditions and Restrictions affecting the property which is subject to the jurisdiction of this corporation.

d. To join in, agree to, assume the burdens and duties of and to exercise such powers of enforcement, control, interpretation, modification and cancellation of a Declaration of Covenants, Conditions and Restrictions affecting the property over which this corporation has jurisdiction which now are or hereafter may be vested in, delegated to, or assigned to this corporation, and to pay all expenses incidental thereto; to commence and maintain actions and suits to restrain and enjoin the breach or threatened breach of any such Declaration of Covenants, Conditions and Restrictions affecting property subject to the jurisdiction of the corporation, and to pay the expenses therefor.

e. To expend the moneys received by this corporation for the payment and discharge of costs, expenses and obligations incurred by it in carrying out any and all of the purposes for which this corporation is formed and to pay taxes and assessments which may be levied or assessed upon property owned by the corporation or under its jurisdiction pursuant hereto or to any such Declaration of Covenants, Conditions and Restrictions.

f. To do any and all things which may be authorized, required or permitted to be done by this corporation under and by virtue of any Declaration of Covenants, Conditions and Restrictions affecting the property which is subject to the jurisdiction of this corporation and to do

and perform all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of this corporation for the peace, health, comfort, safety or general welfare of the owners and occupants of property subject to the jurisdiction of this association.

g. To contract with and become obligated unto any association or person, natural or corporate, owning or having rights of management over any real property adjacent or near realty owned or managed by this corporation for the purpose of joining together mutually to effect the corporate purposes of this corporation.

#### ARTICLE III

In addition and incidental to the specific and primary purposes for which this corporation is formed, this corporation may carry on any other lawful activity or do anything whatsoever which the corporation may deem proper or convenient or capable of being carried on, in connection with the foregoing, or which may be calculated directly or indirectly to promote the interests of the corporation or of the property over which it has jurisdiction; and to have, enjoy and exercise all of the rights, powers and privileges which are now or which may hereafter be conferred upon nonprofit corporations by the laws of California, including the right to do any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do.

#### ARTICLE IV

"Property over which this corporation has jurisdiction" or "property subject to the jurisdiction of this corporation," as the foregoing terms are used in these Articles, is and refers to all that certain real property, or any part or parts thereof, or interest or estate therein, in the County of Marin, State of California, more particularly described as follows:

- (1) That certain real property, as shown on a map entitled "MARIN BAY UNIT 1", said map having been filed in the office of the County Recorder of Marin County, California, on the 22nd day of September, 1960, in Map Book 10 at page 78.
- (2) That certain real property, as shown on a map entitled "MARIN BAY UNIT 2-A", said map having been filed in the office of the County Recorder of Marin County, California, on the 17th day of July, 1962, in Map Book 11, page 25.

- (3) That certain real property, as shown on a map entitled "PEACOCK LAGOON, UNIT ONE," said map having been filed in the office of the County Recorder of Marin, California, on the 17th day of July, 1962, in Map Book 11, page 24.
- (4) That certain real property, as shown on a map entitled "PEACOCK LAGOON, UNIT TWO," said map having been filed in the office of the County Recorder of Marin, California, on the 9th day of September, 1962, in Map Book 11, page 36.
- (5) That certain real property designated as Block A on the map entitled "RECORD OF SURVEY, BLOCK A, BEING A PORTION OF LOT 1, BISCAYNE DRIVE, SAN RAFAEL, CALIFORNIA," being filed in the office of the County Recorder of Marin, California, on the 23rd day of February, 1962, in Book 3 of Surveys, page 10 (Terrace at Peacock Gap).
- (6) That certain real property shown on that certain subdivision map entitled "MAP OF PEACOCK HILL," Unit One, a Condominium, San Rafael, California, filed in the office of the Recorder of the County of Marin, State of California, on the 25th day of September, 1963, in Book 12 of Maps, at page 31.
- (7) That certain real property located in the City of San Rafael, County of Marin, State of California, being Lots 1, 2 and 3 and Parcel A as the same, are shown and delineated on the map of Peacock Gap, Unit 6, a Condominium (the Knoll), San Rafael, California, filed for record on the 6th day of April, 1965, in Volume 13 of Maps at page 10, Marin County Official Records.
- (8) Any other unit of real property in the County of Marin, State of California, the owner, or in the case of multiple ownership a majority of the owners of which, have petitioned for and have been admitted to membership in this corporation.

#### ARTICLE V

The principal office for the transaction of business of this corporation is to be located in the County of Marin, State of California.

#### ARTICLE VI

The number of directors of the corporation shall be twelve (12), which number shall constitute the authorized number of directors until changed by amendment of these articles or by a by-law adopted by the members of this corporation.

#### ARTICLE VII

Subject to the right of the members to adopt, amend or repeal by-laws, by-laws other than a by-law or amendment thereof changing the authorized number of directors, may be adopted, amended or repealed by the Board of Directors.

#### ARTICLE VIII

The corporation reserves the right to amend, alter, change or

repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on members hereof are granted subject to this reservation.

#### ARTICLE IX

This corporation shall have one class of members whose right and interest shall be equal and identical. No member shall hold more than one membership. Each person who or which is shown by a duly acknowledged instrument recorded in the office of the County Recorder of the County of Marin, State of California, to be the owner of a fee interest within the property subject to the jurisdiction of this corporation may be a member of this corporation, providing and excepting that:

a. Notwithstanding that more than one person may be shown of record to be the owner of such interest jointly or in common with others, only one of such joint or common owners shall be a member.

b. Membership shall subsist and continue only for so long as such interest is shown of record to be the interest of the member.

c. Notwithstanding that this corporation may own any such interest as would otherwise entitle this corporation to be a member, this corporation shall not be a member.

#### ARTICLE X

The voting rights of this corporation shall be vested in the members thereof. Each member shall be entitled to one (1) vote.

#### ARTICLE XI

The property of each member hereof, in the property subject to the jurisdiction of this corporation, shall be subject to such charges and assessments and for costs, fees, penalties and interest for the late payment thereof as shall from time to time be determined by the Board of Directors by resolution adopted at any regular or special meeting and the members of this corporation shall be subject to such membership fees as provided for in the by-laws of this corporation.

#### ARTICLE XII

This corporation shall have no capital stock and is not formed for profit. It is a corporation which does not contemplate the distribution of accumulations, profits or dividends to the members

thereof, and is a corporation, no part of the accumulations, gains or profits of which shall be paid to or inure to the benefit of any private person, member or individual, and no part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise to influence legislation.

#### ARTICLE XIII

The names and addresses of the eight persons who acted in the capacity of original directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
George Anderson	312 Riviera Drive San Rafael, California
Frank Tavel	356 Riviera Drive San Rafael, California
Richard Morrison	368 Riviera Drive San Rafael, California
Arity Findlay	213 San Marino Drive San Rafael, California
Tom Brownlee	4 via Montebello San Rafael, California
Donald L. Schweitzer	309 Riviera Drive San Rafael, California
Ian Miller	160 Riviera Drive San Rafael, California
Jock Dawe	211 Riviera Drive San Rafael, California

#### ARTICLE XIV

All the assets and property of this corporation are irrevocably dedicated to community and civil welfare and interest and upon the liquidation, dissolution or abandonment of this corporation none of its assets or property shall inure to the benefit of any private person, but shall be distributed to a fund or funds, foundation or foundations, or corporation or corporations organized and operated for the purpose of aiding and developing community and civic welfare and interest within the limits of the County of Marin, State of California, or within such limits and elsewhere; provided, however, that in the absence of a specific designation or designations by the person or persons or board having authority so to do, then the same shall be

distributed to the City of San Rafael, California, for recreation and park purposes.

IN WITNESS WHEREOF, we have set our hands this 2 day of March, 1966.

Charles A. Madson

William J. Brown

Bud McKean

William Pearson

Sam Cunningham

Alan Bell

DIRECTORS

Robert C. Metzger

James J. Maloney

David Hudson

Mark Diamond

James Tresh Jr.

DIRECTORS

465028

FILED

in the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT

1865217

JAN 19 1967  
FRANK M. JORDAN, Secretary of State

OF

ARTICLES OF INCORPORATION

By Charles Madsen  
Deputy

CHARLES MADSEN and WILLIAM I. PEARSON certify:

1 That they are the president and the secretary, respect-  
2 ively, of <sup>THE</sup> PEACOCK GAP HOMEOWNERS ASSOCIATION, a California corpora-  
3 tion.

4 2. That at a meeting of the board of directors of said  
5 corporation, duly held at Peacock Gap, San Rafael, California, on  
6 April 6, 1966, the following resolution was adopted:

7 "RESOLVED: That the Articles of Incorporation of this  
8 corporation be amended to read as set forth in that certain docum-  
9 ent entitled 'Amended Articles of Incorporation of Peacock Gap  
10 Homeowners Association', the original of which is attached hereto and  
11 by this reference made a part hereof as if fully set forth in haec  
12 verba."

13 3. That the members have adopted said amendment by resolu-  
14 tion at a meeting held at Peacock Gap, San Rafael, California, on  
15 April 27, 1966. That the wording of the amendment and the amended  
16 articles, as set forth in the members' resolution, is the same as set  
17 forth in the directors' resolution in Paragraph 2 above.

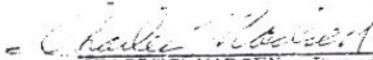
18 4. That the number of members who voted affirmatively for  
19 the adoption of said resolution is thirty-five (35), and that the  
20 number constituting a quorum is fifteen (15).

Charles Madsen  
CHARLES MADSEN, President

William I. Pearson  
WILLIAM I. PEARSON, Secretary

21 Each of the undersigned declares under penalty of perjury that  
22 the matters set forth in the foregoing certificate are true and  
23 correct.

1 Executed at San Francisco, California, on October 13, 1966.

2 

3 CHARLES MADSEN, President

4 

5 WILLIAM I. PEARSON, Secretary.

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