

April 14, 2004

Board of Directors
Round Hill Estates North Property Owners Association, Inc.
c/o Community Care Property Management
Attention: Charlie Mitchell
P. O. Box 1270
Pleasanton, CA 94566

Re: Secretary of State Filed Certificate of Amendment of Articles of Incorporation

Dear Board Members:

Enclosed please find the endorsed filed copy of your Certificate of Amendment and Verification of Articles of Incorporation which we just received back in the mail today from the Secretary of State. The document was filed on January 29, 2004, as Document No. A0609416; however, due to a work backlog, the Secretary of State did not certify and mail the document back to us until April 10, 2004.

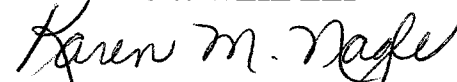
Last April 11, 2003, when we sent you the conformed copy of your recorded amended CC&Rs, we recommended that you go ahead and make copies of the amended CC&Rs and the Secretary-certified amended Bylaws and distribute them to the Association Members. Assuming you did that last year, you will now only need to copy and distribute the amended Articles to the Members.

As you know, when you distribute governing documents to the Membership and at any other times you furnish copies of governing documents, please remember to attach the notice required by the "Burton Bill" to each document. We have enclosed a sample copy of this notice for your convenience.

If you have any questions, please don't hesitate to call.

Very truly yours,

BERDING & WEIL LLP

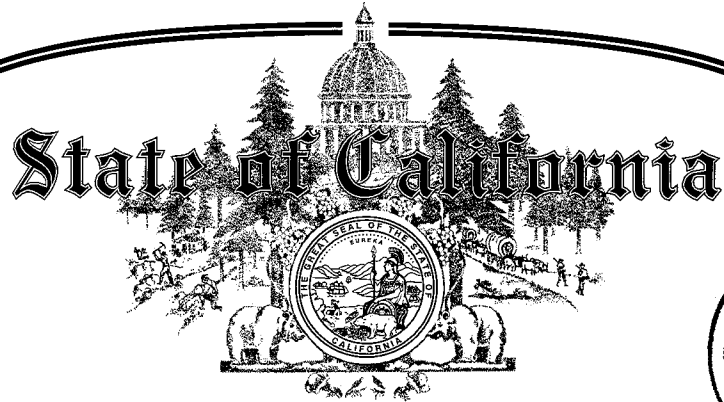


Karen M. Nagle, Paralegal
Sandra M. Bonato, Esq.

Enclosures
cc: Sandra M. Bonato, Esq.
3720-04/354764

NOTICE

If this document contains any restriction based on race, color, religion, sex, familial status, marital 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.



SECRETARY OF STATE

I, *Kevin Shelley*, 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

APR 10 2004



Kevin Shelley
Secretary of State

**CERTIFICATE OF AMENDMENT AND VERIFICATION OF
ARTICLES OF INCORPORATION OF
ROUND HILL ESTATES NORTH PROPERTY OWNERS ASSOCIATION, INC.**

We, the undersigned, George D. Yaron and Steve Lange

1. hereby certify that:
 - a. we are the President and Secretary, respectively, of ROUND HILL ESTATES NORTH PROPERTY OWNERS ASSOCIATION, INC., 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 January 8, 1981 and previously amended as filed on August 9, 1982, shall be further amended to read as set forth in full in Exhibit "A" attached to this Certificate; 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 Alamo, California, this 28 day of OCTOBER, 2003.

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


JAN 29 2004

KEVIN SHELLEY
Secretary of State

**ROUND HILL ESTATES NORTH
PROPERTY OWNERS ASSOCIATION, INC.**



George D. Yaron, President



Steve Lange, Secretary

EXHIBIT "A"

AMENDED ARTICLES OF INCORPORATION OF ROUND HILL ESTATES NORTH PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE 1 NAME

The name of the corporation is ROUND HILL ESTATES NORTH PROPERTY OWNERS ASSOCIATION, INC. (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 the Nonprofit Mutual Benefit Corporation Law. This Corporation does not contemplate pecuniary gain or profit to the Members thereof. The specific primary purposes for which this Corporation 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 real property located in the County of Contra Costa, State of California, described as follows:

Subdivision 4915 as shown on the Map recorded on April 24, 1980 in Book 237 of Maps at page 17 et seq., Contra Costa County Records ("Subdivision 4915");

Excepting therefrom Lot "C"; and

Also excepting therefrom those certain portions of land lying within Lot 42 of Subdivision 4915 which are identified as Parcels 1, 2 and 3 on Exhibit "C" attached to that certain Declaration of Covenants, Conditions and Restrictions Round Hill Estates North Subdivision 4915, recorded on December 24, 1980 in Book 10143 at page 698 et seq., as Instrument No. 80 175778, Contra Costa County Records.

Further specific purposes of this Corporation are to provide for the management, administration, and operation of the property described herein, which property comprises the Round Hill Estates North development ("Development"), to provide for the business and affairs of the Corporation, to promote the health, safety, welfare, and interests of all owners of property and residents within the Development and any additions thereto that 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 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 Care Property Management
2021 Las Positas Court, Suite 165
Livermore, California 94550

The physical location of the common interest development is:

Biltmore Drive and Oakshire Place
Alamo, California 94507-2885

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

Community Care Property Management
P.O. Box 1270
Pleasanton, California 94556

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 purchasers in possession of a Lot, 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 both the Declaration governing the Development and the 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. 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

Except for amendments which may by law be adopted with the approval of the Board of Directors alone, 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 total voting power of the Corporation.

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