



State  
of  
California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

APR 19 1984



*March Fong Eu*

Secretary of State

11363/SMK144

3/28/84

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## ARTICLES OF INCORPORATION

OF

HATHAWAY HILL HOMEOWNERS ASSOCIATION

ENDORSED  
FILEDIn the Office of the Secretary of State  
of the State of California

APR 19 1984

MARION G. GILBERT, Secretary of State  
Gerrit M. Guy  
Deputy

FIRST: The name of this corporation is Hathaway Hill Homeowners Association ("Association").

SECOND: 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 for which a corporation may be organized under such law. The following purpose is included within the foregoing purpose:

To further and promote the interests and welfare of the Owners of certain Lots situated in the subdivision located in the County of Los Angeles, State of California, commonly known as Hathaway Hill.

THIRD: This Association shall have no capital stock and shares therein shall not be issued. This Association shall have one class of Members, the qualifications for which shall be those prescribed in this Association's Bylaws. The interest of each Member may be evidenced by a certificate or other written documentation issued by this Association under terms to be fixed by its Bylaws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges or liabilities of membership.

FOURTH: This Association is one which does not contemplate pecuniary gain or profit to the Members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Association be distributed to, or inure to the benefit of, any Member, Director or Officer of this Association or other private individual, either directly or indirectly, except upon winding up and dissolution. Upon the winding up and dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets may be distributed in equal shares to the Members of the Association in accordance with such Member's relative interests in the Lots as provided in that certain Declaration of Covenants, Conditions and Restrictions (Hathaway Hill Homeowners Association) (the "Declaration"). Notwithstanding the foregoing, without the approval of 100% of the Members, so long as there are any Maintenance Facilities (as defined in the Declaration) for which this Association is obligated to provide management, maintenance, perservation or control:

(a) The Association or any person acting on its behalf shall not:

(1) Transfer all or substantially all of its assets; or

(2) File a certificate of dissolution; and

(b) No court shall enter an order declaring the Association duly wound up and dissolved.

FIFTH: Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the State of California, an amendment of these Articles may be adopted by complying with the provisions of this paragraph. Any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors and (2) Members holding fifty-one percent (51%) of the votes in this Association and of Members holding fifty-one percent (51%) of the votes held by Members other than Declarant.

SIXTH: The name and address in this state of the Association's initial agent for service of process is:

D. F. Thompson  
W & B Builders, Inc.  
1666 Ninth Street  
Santa Monica, California 90404

SEVENTH: Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an

insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

Dated: April 18, 1984

Robin Bennett  
Robin Bennett, Sole Incorporator

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

Robin Bennett  
Robin Bennett