
3
4 **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**
5 **THE MENLO COMMONS ASSOCIATION**
6

7
8 **ARTICLE 1 NAME**
9

10 The name of the corporation is THE MENLO COMMONS ASSOCIATION
11 (hereinafter called the "Corporation").
12

13
14 **ARTICLE 2 ELECTION UNDER NONPROFIT CORPORATION LAW OF 1980**
15

16 The Corporation elects to be governed by all the provisions of the Nonprofit
17 Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.
18

19
20 **ARTICLE 3 ORGANIZATION, PURPOSE, AND POWERS**
21 **OF THE CORPORATION**
22

23 This Corporation is a nonprofit mutual benefit corporation organized under the
24 Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to
25 engage in any lawful act or activity, other than credit union business, for which a
26 corporation may be organized under such law. This Corporation does not
27 contemplate pecuniary gain or profit to the members thereof, and the specific
28 primary purposes for which it is formed are:
29

- 30 (i) to provide for maintenance, protection, preservation, and architectural
31 control of the separate interests and common area, including the
32 attractiveness and value thereof, and the landscaping, structures, and
33 facilities thereon, within that certain real property located in the County of
34 San Mateo, State of California, described as follows:
35

36 Parcel A and Parcel B as shown on that certain "Parcel Map"
37 filed for record on September 30, 1976, in Volume 33 of
38 Parcel Maps at Page 27, in the Official Records of San
39 Mateo County, State of California.
40

- 41 (ii) to provide for the management, administration, and operation of the
42 above-described property comprising the Menlo Commons common
43 interest development and the business and affairs of the Corporation,
44

- 1 (iii) to promote the health, safety, welfare, and interests of all owners of
2 property and residents within the above-described property and any
3 additions thereto as may hereafter be brought within the jurisdiction of the
4 Corporation, and
5
6 (iv) to take such action as in the judgment of the Corporation's Board of
7 Directors shall be necessary or proper or incidental to the foregoing
8 purposes of the Corporation.
9

10
11 **ARTICLE 4 STATEMENT REQUIRED BY CIVIL CODE SECTION 4280**

12
13 The Corporation is an association formed to manage a common interest
14 development under the *Davis-Stirling Common Interest Development Act*.

15
16 The business or corporate office of the Corporation is as follows:

17
18 1800 Gateway Drive
19 Suite 100
20 San Mateo, CA 94404
21

22 The physical location of the common interest development is:

23
24 Santa Cruz Avenue & Sand Hill Road
25 Menlo Park, CA 94025
26

27 The name and address of the Corporation's managing agent, as defined in *Civil*
28 *Code* section 4158(a) is:

29
30 The Manor Association
31 1800 Gateway Drive
32 Suite 100
33 San Mateo CA 94404
34
35

36 **ARTICLE 5 MEMBERSHIP**

37
38 Every person or entity that is a record owner of a fee or undivided fee interest in
39 any separate interest within the real property described in Article 2 hereof, which
40 is subject to covenants of record to assessment by the Corporation, including
41 contract sellers, shall be a member of the Corporation (hereinafter called
42 "Member"). The foregoing is not intended to include persons or entities that hold
43 an interest merely as security for the performance of an obligation. Membership
44 shall be appurtenant to, and may not be separated from, ownership of any
45 separate interest which is subject to assessment by the Corporation.
46

1
2 **ARTICLE 6 VOTING RIGHTS**
3

4 The Corporation shall have one (1) class of voting membership, comprising all
5 Members, whose voting rights shall be as set forth in the Bylaws of the
6 Corporation.
7

8
9 **ARTICLE 7 BOARD OF DIRECTORS**
10

11 The affairs of this Corporation shall be managed by a Board of Directors. The
12 number of directors, their qualifications, and the manner of their selection shall
13 be as set forth in the Bylaws of the Corporation.
14

15
16 **ARTICLE 8 LIMIT ON POWERS; TAXATION**
17

18 This Corporation shall not, except to an insubstantial degree, engage in any
19 activities or exercise any powers that are not in furtherance of the primary
20 purposes of this Corporation. This Corporation is intended to qualify as a
21 homeowners association under the applicable provisions of Section 528 of the
22 United States *Internal Revenue Code* ("IRC") and of Section 23701t of the
23 *Revenue and Taxation Code* of the State of California ("R&TC"), as each may be
24 amended from time to time. No part of the net earnings of this Corporation shall
25 inure to the benefit of any private individual, except as expressly provided in IRC
26 Section 528 and R&TC Section 23701t with respect to the acquisition,
27 construction, or provision for management, maintenance, and care of the
28 Corporation property, and other than by rebate of excess membership dues,
29 fees, or assessments.
30

31
32 **ARTICLE 9 DISSOLUTION**
33

34 To the extent required pursuant to *Corporations Code* section 8724, so long as
35 there is any lot or parcel for which the Corporation is obligated to provide
36 management, maintenance, preservation, or control, the Corporation shall not
37 transfer all or substantially all of its assets or file a certificate of dissolution
38 without the approval of one hundred percent (100%) of the Members. In the
39 event of the dissolution, liquidation, or winding-up of the Corporation, upon or
40 after termination of the development in accordance with provisions of the
41 recorded declaration governing the property comprising the development, the
42 Corporation's assets remaining after payment, or provision for payment, of all
43 debts and liabilities of the Corporation shall be divided among and distributed to
44 its Members in accordance with their respective rights therein.
45
46

1
2
3
4
5
6
7
8
9

ARTICLE 10 AMENDMENTS

Any amendments to these Amended and Restated Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote of Members representing at least a majority of the Members voting on such amendment provided the number of Members voting thereon shall be sufficient to constitute a quorum.

MEMBER DRAFT 4/18/2023