

FILED
Secretary of State State of California
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**ARTICLES OF INCORPORATION
OF
NORTHLAKE COMMUNITY ASSOCIATION**

**ARTICLE 1
NAME**

The name of this corporation is NORTHLAKE COMMUNITY ASSOCIATION (the "*Corporation*").

**ARTICLE 2
NONPROFIT MUTUAL BENEFIT 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 the credit union business, for which a corporation may be organized under such law.

**ARTICLE 3
SPECIFIC PURPOSES OF THE CORPORATION**

The Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The specific purpose for which this Corporation is formed is to provide for the administration, maintenance, preservation and architectural control of the residential lots and Common Area within that certain real property situated in the City of Sacramento, County of Sacramento, State of California (the "*Community*") and more particularly described in the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Northlake (the "*Declaration*") which has been, or will be, recorded in the Office of the County Recorder of Sacramento County.

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.

**ARTICLE 4
SERVICE OF PROCESS**

The name and address, in the State of California, of this Corporation's initial agent for service of process is: John Stanek, 888 San Clemente Drive, Suite 100, Newport Beach, CA 92660.

Certified Copy I hereby certify that the following transcript of 4 page(s) is a full, true, and correct copy of the original record in the custody of the California Secretary of State's office.

12/22/2020
Certification Date



ALEX PADILLA
Secretary of State

ARTICLE 5
PRINCIPAL OFFICE

The initial street address of the business or corporate office of the corporation is 888 San Clemente Drive, Suite 100, Newport Beach, CA 92660. This office is not on site. The nine-digit zip code of the common interest development is 95835-0000. The front street and the nearest cross street to the common interest development are West Elkhorn Boulevard and State Highway 99/70.

ARTICLE 6
MANAGING AGENT

The name and address of the corporation's "managing agent" (as defined in Civil Code Section 4158), is Seabreeze Management, 26840 Aliso Viejo Parkway, Ste. 100, Aliso Viejo, CA 92656.

ARTICLE 7
MEMBERS

Every person or entity who is a record owner of a Lot which is subject by covenants of record to assessment by the Corporation 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 8
**DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND
RESERVATION OF EASEMENTS**

The Corporation shall be bound by the terms and conditions of the Declaration.

ARTICLE 9
LIABILITY

The personal liability of the directors of the Corporation for debts, liabilities or obligations relating to the Corporation shall be eliminated to the fullest extent permissible under California law.

ARTICLE 10
AMENDMENT

So long as the two-class voting structure provided for in the Bylaws shall remain in effect, these Articles may be amended only by the vote or written assent of seventy-five percent (75%) of the voting power of each class of Members. At such time as the Class B membership

shall cease and be converted to Class A membership as set forth in the Bylaws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

- (a) At least a majority of the Board of Directors of the Corporation; and
- (b) At least seventy-five percent (75%) of the Members of the Corporation; and
- (c) At least seventy-five percent (75%) of the votes of Members other than Declarant.

In either event, any and all amendments to the Articles of Incorporation shall require the approval of a majority of the Board of Directors.

Notwithstanding the foregoing, the percentage of a quorum of the Members or the Members other than the Declarant necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

ARTICLE 11

MISCELLANEOUS

The authorized number, if any, and qualifications of Members of the Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of membership and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation which incorporate by reference thereto said Declaration.

ARTICLE 12

CORPORATION QUALIFICATION

This Corporation is intended to qualify as a homeowners' association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. This Corporation 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 Corporation be distributed to, or inure to the benefit of, any Member, director or officer of this Corporation or other private individual either directly, or indirectly, except upon winding up and dissolution. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets may be distributed to the Members as provided in the Bylaws. Notwithstanding the foregoing, without the approval of one hundred percent (100%) of the Members, so long as there is any Common Area for which this Corporation is obligated to provide management, maintenance, preservation or control:

- (a) The Corporation or any person or entity acting on its behalf shall not:
 - (1) Transfer all or substantially all of its assets; and

(2) File a Certificate of Dissolution; and

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

IN WITNESS WHEREOF, for the purposes of forming the Corporation under the laws of the State of California, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this Sixteenth day of December, 2020.



Jorgen L. Nielsen, Incorporator