

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
VILLA PORTOFINO HOMEOWNERS ASSOCIATION**

B.J. Juleson and Lorraine Cooper certify that:

1. They are the president and the secretary, respectively, of VILLA PORTOFINO HOMEOWNERS ASSOCIATION, a California nonprofit mutual benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**ARTICLE I.  
NAME**

The name of the corporation (hereinafter called the "Corporation" or the "Association") is VILLA PORTOFINO HOMEOWNERS ASSOCIATION. The corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

**ARTICLE II.  
BUSINESS OFFICE AND MANAGING AGENT**

The location of the business office of the corporation is: 10690 Escobar Drive, San Diego, CA 92124-2025. The location is on-site. The Common Interest Development is situated in the City of San Diego, San Diego County, California. The name of the Association's managing agent is Nikki Bekish, and the agent's address is 10690 Escobar Drive, San Diego, CA 92124-2025.

**ARTICLE III.  
NONPROFIT CORPORATION LAW OF 1980**

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

**ARTICLE IV.  
PURPOSES OF THE ASSOCIATION**

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 such Law.

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purpose of this corporation is to provide for management, administration, maintenance, preservation and architectural control of the residential Lots and Common Area within a certain tract of property situated in the City of San Diego, County of San Diego, California, fronting on Escobar Drive, nearest cross street Tierrasanta Boulevard, zip code 92124-2025, and to promote the health, safety and welfare of all the residents within the property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to that certain 2009 Restated Declaration of Covenants, Conditions and Restrictions of Villa Portofino Homeowners Association, hereinafter called the "Declaration" recorded or to be recorded with respect to said property in the Office of the Recorder of San Diego County, as required by §1352 of the California Civil Code.

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 V. DISSOLUTION

This Association 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. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the Association property, and other than by a rebate of excess membership dues, fees, or Assessments. So long as there is any Lot, or Parcel for which the Association is obligated to provide management, maintenance, preservation or control, the Association shall not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the Members. In the event of the dissolution, liquidation, or winding-up of the Association, upon or after termination of the project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be divided among and distributed to the Members in accordance with their respective rights therein.

#### ARTICLE VI. AMENDMENT

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote or written ballot of Members representing a majority of the total voting power of the Association.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

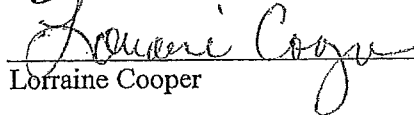
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by a vote of the members as determined by the Superior Court for the County of San Diego by court order dated February 14, 2011, a copy of which is attached hereto as Exhibit "A."

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 6/17/2011

  
\_\_\_\_\_, President  
B.J. Tafeson

Date: 6/17/11

  
\_\_\_\_\_, Secretary  
Lorraine Cooper

**F I L E D**  
Clerk of the Superior Court

FEB 14 2011

By: T. AHRENSBERG, Deputy

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**SUPERIOR COURT OF THE STATE OF CALIFORNIA  
COUNTY OF SAN DIEGO, CENTRAL DIVISION**

**In the Matter of VILLA POROTFINO  
HOMEOWNERS ASSOCIATION, a  
California Non-Profit Corporation,  
  
Petitioner.**

**CASE NO. 37-2010-00093546-CU-PT-CTL**

**~~PROPOSED~~ ORDER GRANTING  
PETITION TO REDUCE PERCENTAGE  
OF AFFIRMATIVE VOTES**

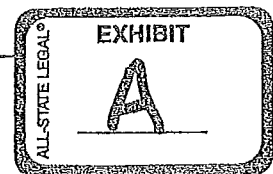
**Judge: Hon. Margie G. Woods  
Dept.: 8  
Date: February 14, 2011 at 2:30 p.m.  
Address: 220 West Broadway, San Diego, CA  
92101**

Petitioner, Villa Portofino Homeowners Association's ("Association"), Petition to Reduce Percentage of Affirmative Votes to approve an amendment to the Association's Articles of Incorporation ("Articles Amendment") under California Corporations Code Section 7515, came regularly for hearing on February 14, 2011, in Department 8 of the above-titled Court at 2:30 p.m. Petitioner appeared by and through its counsel, Kathy Mills of Anderson & Kriger.

The Court having considered the Petition, the Declarations filed herein, the records on file herein, and the oral and documentary evidence adduced at the hearing in this matter, the Court finds:

1. The allegations of Petitioner's Petition to Reduce Percentage of Affirmative Votes to be true and accurate.

2. Petitioner gave written notice of the hearing on or before January 18, 2011 to all association members and to all others entitled to such notice.



1           3.     The balloting on the proposed Articles Amendment was conducted in accordance with  
2 all applicable provisions of the Petitioner's governing documents.

3           4.     Petitioner made a reasonably diligent effort to permit all eligible members to vote on  
4 the Articles Amendment.

5           5.     Owners with more than fifty percent (50%) of the votes voted in favor of approving  
6 the Articles Amendment.

7           6.     Of Petitioner's total membership of 721 members, 402 ballots were received. Out  
8 of the 402 members who voted, 363 members voted in favor of the Articles Amendment and 39  
9 members disapproved the Articles Amendment.

10          7.     The provisions of Petitioner's Articles Amendment are reasonable.

11          8.     The granting of the within Petition is not improper for any reason stated in California  
12 Corporations Code section 7515.

13           Satisfactory proof having been made, and good cause appearing,

14           IT IS ORDERED:

15           1.     Petitioner's Petition to Reduce the Percentage of Affirmative Votes is granted. The  
16 Articles Amendment is declared to be approved based upon the affirmative votes actually received.

17           2.     The Articles Amendment shall not be effective until filed with the California  
18 Secretary of State. Upon such filing, the Articles Amendment shall have the same force and effect  
19 as if it had been adopted in compliance with every requirement for amendment imposed by the  
20 governing documents of the Villa Portofino Homeowners Association common interest  
21 development. Within sixty (60) days after its filing, Petitioner shall mail a copy of the Articles  
22 Amendment to each member of the Association.

23  
24   Date: 2/14/11

ALBERT T. HARUTUNIAN III  
JUDGE

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