

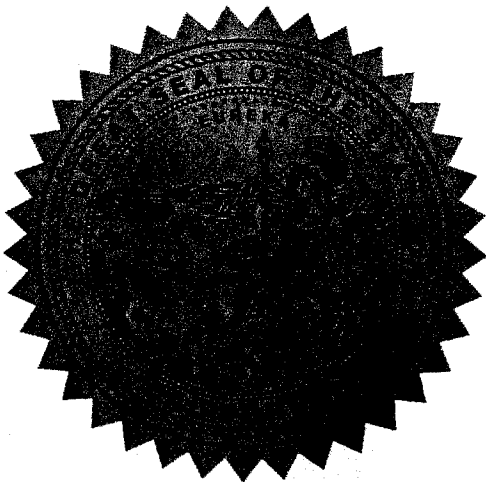
**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

AUG 11 1989



*Bill Jones*

Secretary of State

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

AUG - 9 1999

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY SQUARE OWNERS' ASSOCIATION**

**ARTICLE I**  
**NAME**

The name of the corporation is UNIVERSITY SQUARE OWNERS' ASSOCIATION.

**ARTICLE II**  
**PURPOSES OF THE CORPORATION**

This corporation is a nonprofit mutual benefit corporation organized under the California 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.

This corporation does not contemplate pecuniary gain or profit to its Members. The specific and primary purposes for which the corporation is formed are to provide for management, administration, maintenance, preservation and architectural control of the Lots within the real property ("Project") situated in the City of East Palo Alto, County of San Mateo, State of California, commonly known as University Square, and to promote the health, safety and welfare of all residents within the Project and such additions as may hereafter be brought within the jurisdiction of the corporation for those purposes, all according to that certain Declaration of Covenants, Conditions and Restrictions of University Square ("Declaration") recorded or to be recorded with respect to the Project in the Official Records of the County of San Mateo, State of California.

### **ARTICLE III** **LIMIT ON POWERS**

Notwithstanding any statement herein to the contrary, the corporation shall not engage, except to an insubstantial degree, in any activity or exercise any power that is not in furtherance of its specific and primary purposes. 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 Project, other than by a rebate of excess assessments.

### **ARTICLE IV** **GOVERNANCE**

The rights of Members, number of Members, manner of election of the Directors and all other matters concerning the operation and governance of the corporation shall be as set forth in the Bylaws and the Declaration.

### **ARTICLE V** **AGENT FOR SERVICE OF PROCESS**

The name and address of the corporation's initial agent for service of process is:


James W. McKeehan  
Signature Properties, Inc.  
4670 Willow Road, Suite 200  
Pleasanton, CA 94588

### **ARTICLE VI** **AMENDMENTS**

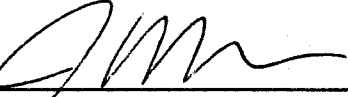
Amendments to these Articles of Incorporation shall require the affirmative vote or written assent of the Members as follows:

- A. Fifty-one percent (51%) of all Directors; and
- B. Fifty-one percent (51%) of the total voting power of all Members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 5th day of August, 1999.

  
Name: James W. McKeehan

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

  
Name: James W. McKeehan