

MAR 28 2011

**CERTIFICATE OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
THE VILLAGE AT SANTA BARBARA OWNERS ASSOCIATION, INC.**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of **THE VILLAGE AT SANTA BARBARA OWNERS ASSOCIATION, INC.**, a California Non-Profit Mutual Benefit Corporation.
2. The Articles of Incorporation of this Corporation are Restated in their entirety to read as follows:

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**RESTATED ARTICLES OF INCORPORATION  
OF**

**THE VILLAGE AT SANTA BARBARA OWNERS ASSOCIATION, INC.**

I The name of the Corporation is:

**THE VILLAGE AT SANTA BARBARA OWNERS ASSOCIATION, INC.**

II

- A. This Corporation is a Non-Profit Mutual Benefit Corporation organized under the Non-Profit 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.
- B. The specific purposes of this Corporation are:

- (1) to fix, levy, collect and enforce payment of all charges and assessments pursuant to the terms of its Declaration of Covenants, Conditions and

Restrictions; and to pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Association, and

- (2) to exercise all rights and to perform all of the duties and obligations of the Corporation as set forth in the Bylaws and said Declaration relating to preservation of the common area and the Lots and Residences located on the property and described in the Declaration.

### **III**

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 purposes of this corporation.

### **IV**

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

### **V**

The Association is currently managed by Stone Mountain Corporation, 585 Camino de la Aldea, Santa Barbara, CA 93111-2542

### **VI**

The Association's corporate address is Board of Directors, The Village At Santa Barbara Owners Association, Inc., 548 Camino de la Aldea #4, Santa Barbara, CA 93111-2541

### **VII**

The front and nearest cross streets of the common interest development are San Ricardo and Calle Morelia. The nine-digit zip code of the common interest development is 93111-2541.

### **VIII**

The authorized number of and qualifications of Members of the Corporation, the property, voting, and other rights and privileges of Members and their liability for dues and assessments and the method of collection, shall be as set forth in the currently effective Corporation Bylaws, and the Restated Declaration of Covenants, Conditions and Restrictions currently in effect and recorded in the official County records.

### **IX**

The affairs of this Corporation shall be managed by a Board of Directors. The number and term of the Directors shall be as provided in the Bylaws of the Corporation currently in effect.

**X**

This Corporation is intended to qualify as a Homeowners Association under the applicable provisions of Section 528 of the United States Internal Revenue Code, and Section 23701(t) of the Revenue and Taxation Code of California. No part of the net earnings of this Association shall inure ("flow") to the benefit of any private individual except as expressly provided in those sections with respect to the acquisition, construction or provisions for management, maintenance and care of the Association property, and other than by a rebate of excess Membership dues, fees and assessments. In the event of the demolition, liquidation or winding up of the Association, upon or after termination of the Development, in accordance with the provision for payment, all remaining assets, debts and liabilities of the Association shall be divided among and distributed to its Members in accordance with their respective rights therein.

**XI**

Amendment of these Articles shall require the assent by written consent of fifty-one percent (51%) of the Members and approval of a majority of the Board of Directors.

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The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the required percentage of the voting Members and by the Board of Directors.

We 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: 3/22/2011 Evelyn Abernethy  
President

Evelyn Abernethy  
Print or Type Name of President

Patricia Sheppard  
Secretary

Patricia Sheppard  
Print or Type Name of Secretary

(no notary required)