

**HILLER HIGHLANDS FOUR ASSOCIATION  
30 Schooner Hill  
Oakland, CA 94618-2335**

**ARTICLES OF INCORPORATION**

We, the undersigned, do hereby associate ourselves together for the purpose of forming a non-profit corporation, pursuant to the General Non-Profit Corporation Law, and for that purpose do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is: HILLER HIGHLANDS FOUR ASSOCIATION

**ARTICLE II**

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to maintain the landscaping, structures and facilities on the property which is subject to the jurisdiction of this corporation, as required by ETU 65-356, an exception to use permit granted by the City of Oakland, adopted August 3, 1965, to provide insurance coverage for said property and the owners thereof, and to provide those services and to do those things which are required or permitted by the Declaration of Covenants, Conditions and Restrictions Tract 3358 (Hiller Highlands, Phase Four), recorded June 2, 1972, on Reel 3147 at Image 435-458, Official Records, Alameda County for the pleasure, health, comfort and safety of the owners of said property and for the welfare of the people of the City of Oakland, and for no other purposes, to the express exclusion, however, of the carrying on of any propaganda, or any attempt to influence legislation, or any participation in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE III**

"Property over which this corporation has jurisdiction or "property subject to the jurisdiction of this corporation," as the foregoing terms are used in these Articles, is and refers to that certain real property, or any part or parts or portion or portions thereof, or Interest or estate therein, In the City of Oakland, County of Alameda, State of California, more particularly hereafter in this Article III described, which is or may hereafter be, but only as and when made subject to a recorded Declaration of Covenants, Conditions and Restrictions. The real property referred to in this Article III is described as follows: Tract 3358, Oakland, Alameda County, California, as shown on the subdivision map so named, recorded May 3, 1972, in map book 74, pages 81-849 Alameda County Records.

**ARTICLE IV**

The principal office for the transaction of the business of this corporation is to be located in the County of Alameda, State of California.

**ARTICLE V**

The number of directors of the corporation shall be three, which number shall constitute the authorized number of directors until changed by amendment of these Articles or by a by-law adopted by the members of this corporation, and the names and addresses of the persons who are appointed to act as the first directors of this corporation are as follows:

Herbert E. Sihner, 1450 Doolittle Drive San Leandro, California  
Donald J. Palmer, 1450 Doolittle Drive, San Leandro, California  
Wilbur E. Schut 97 Hiller Drive, Oakland, California

**ARTICLE VI**

This corporation shall have one class of members whose rights and interests shall be equal and identical, except only as to voting rights as set forth in the By-laws. Each person who is shown by a duly acknowledged instrument recorded in the Office of the Recorder of Alameda County, California, to be an owner of a fee interest in one or more of Residence Lots 1 through 80, Tract 3358, Oakland, California shall be a member of this corporation.

Membership shall subsist and continue only for so long as such interest is shown of record to be the interest of the member. Membership in this corporation shall not terminate upon the death or legal disability of a member, but all of the rights of such member shall be vested in the personal or legal representative of such member.

#### **ARTICLE VII**

The voting rights of the corporation shall be as set forth In the By-laws.

#### **ARTICLE VIII**

This corporation shall have no capital stock and is not formed for profit. It is a corporation which does not contemplate the distribution of accumulations, gains, profits or dividends to the members thereof, and is a corporation, no part of the accumulations, gains, or profits of which shall be paid or inure to the benefit of any private person, member or individual, and no part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise to influence legislation.

#### **ARTICLE IX**

The property of this corporation is irrevocably dedicated to community and civic welfare and interest, and upon liquidation, dissolution or abandonment of this corporation, none of its assets or property shall inure to the benefit of any director, officer or member thereof or to the benefit of any private persons, but shall be distributed to a fund or funds, foundation or foundations, or corporation or corporations organized and operated exclusively for the purpose of aiding and developing community and civic welfare and interest within the limits of the City of Oakland, State of California, or within such limits and elsewhere, and which has established its tax-exempt status under Section 501(e)(3) of the Internal Revenue Code of 1954 (referred to herein as the "Code"; provided however, that in the absence of a specific designation or designations by the person or persons or board having authority to do so, then the same shall be distributed to the City of Oakland, State of California for park and recreational purposes.

#### **ARTICLE X**

The corporation shall distribute its income, if any (but not to members), for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; the corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code.)

#### **ARTICLE XI**

These Articles may be amended only by resolution of the Board of Directors and the vote or written consent of members holding a 75 percent majority of the voting power given either before or after adopting the resolution.

IN WITNESS THEREOF, we have unto set our hands and seals this 19<sup>th</sup> day of May 1972.  
Herbert H. Sihner, Donald J. Palmer, Wilbur E. Schut.