

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SHADOW BROOK SWIM CLUB**

ARTICLE 1 NAME

The name of the corporation is SHADOW BROOK SWIM CLUB (hereinafter called the "Corporation").

**ARTICLE 2 ORGANIZATION, PURPOSE, AND POWERS
 OF THE CORPORATION**

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. 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 primary purposes for which it is formed are:

- (i) to provide for maintenance, protection, preservation, and architectural control of the separate interests and common area, including the attractiveness and value thereof, and the landscaping, structures, and facilities thereon, within that certain real property located in the County of Santa Clara, State of California, described as follows:

Lots 1 through 106, inclusive, as shown on that certain map entitled "Tract No. 4404" filed for record on January 29, 1968, in Book 232 of Maps, Pages 51 through 53, inclusive, in the Official Records of the County of Santa Clara, State of California.

Lots 1 through 118, inclusive, as shown on that certain map entitled "Tract No. 4531" filed for record on October 10, 1968, in Book 243 of Maps, Pages 27 and 28, inclusive, in the Official Records of the County of Santa Clara, State of California.

Lots 1 through 100, inclusive, as shown on that certain map entitled "Tract No. 4617" filed for record on August 6, 1970, in Book 271 of Maps, Pages 17 and 18, inclusive, in the Official Records of the County of Santa Clara, State of California.

- (ii) to promote the social welfare of the Members of this Corporation by providing said Members with recreational facilities upon the common areas of the above-described property.
- (iii) to promote the peace, health, comfort, safety, and general welfare of all owners of property and residents within the above-described property,
- (iv) to provide for the management, administration, and operation of the business and affairs of the Corporation, and
- (v) to take such action as in the judgment of the Corporation's Board of Directors shall be necessary or proper or incidental to the foregoing purposes of the Corporation.

ARTICLE 3 STATEMENT REQUIRED BY CIVIL CODE SECTION 4280

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

The business office of the Corporation is located in the Development.

The physical location of the common interest development is:

1079 Shadow Brook Drive (cross street: Almaden Expressway)
San Jose, CA 95120

The Corporation does not have a managing agent as defined in *Civil Code* section 4158(a).

ARTICLE 4 MEMBERSHIP

Every person or entity that is a record owner of a fee or undivided fee interest in any separate interest within the real property described in Article 2 hereof, which is subject to covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation (herein referred to as "Member"). The foregoing is not intended to include persons or entities that 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 separate interest which is subject to assessment by the Corporation.

ARTICLE 5 VOTING RIGHTS

The Corporation shall have one (1) class of voting membership, comprised of all Members, whose voting rights shall be as set forth in the Bylaws of the Corporation.

ARTICLE 6 BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors, their qualifications, and the manner of their selection shall be as set forth in the Bylaws of the Corporation.

ARTICLE 7 LIMIT ON POWERS; TAXATION

This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers which are not in furtherance of the primary purposes of this Corporation. 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 Corporation property, and other than by rebate of excess membership dues, fees, or assessments.

ARTICLE 8 DISSOLUTION

To the extent required pursuant to *Corporations Code* section 8724, so long as there is any lot or parcel for which the Corporation is obligated to provide management, maintenance, preservation, or control, the Corporation 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 Corporation, upon or after termination of the development in accordance with provisions of the recorded declaration governing the property comprising the development, the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be divided among and distributed to its Members in accordance with their respective rights therein.

ARTICLE 9 AMENDMENTS

Any amendments to these Amended and Restated Articles of Incorporation shall require the approval of the Board of Directors and the approval by the affirmative vote or written consent of Members representing at least a majority of the Members voting on such amendment provided the number of Members voting thereon shall be sufficient to constitute a quorum.