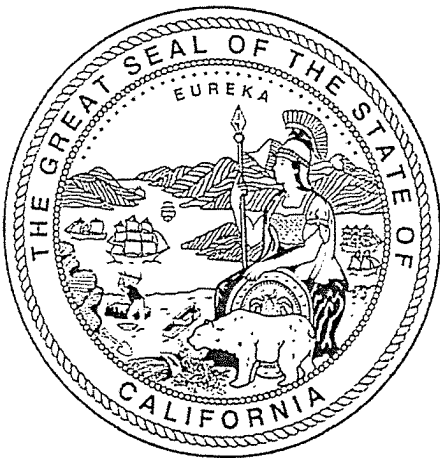


State of California
Secretary of State



I, DEBRA BOWEN, 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

JUL - 8 2009

Handwritten signature of Debra Bowen in cursive script.

DEBRA BOWEN
Secretary of State

JUL - 1 2009

**CERTIFICATE OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
CHANTARELLE HOMEOWNERS ASSOCIATION**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of CHANTARELLE HOMEOWNERS ASSOCIATION, a California non-profit mutual benefit Corporation.
2. The Articles of Incorporation of this Corporation are restated in their entirety to read as follows:

**RESTATED ARTICLES OF INCORPORATION OF
CHANTARELLE HOMEOWNERS ASSOCIATION**

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is **CHANTARELLE HOMEOWNERS ASSOCIATION.**

ARTICLE II

COMMON INTEREST DEVELOPMENT

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

ARTICLE III

PURPOSE OF CORPORATION

- 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 assessments and charges pursuant to the terms of the Declaration of Conditions, Covenants and Restrictions (as amended or restated from time to time) (the "Declaration"); and to pay all expenses in connection therewith and other expenses related to the conduct of the business of the Corporation, and
 - (2) To exercise all rights and to perform all of the duties and obligations of the Corporation as set forth in the Declaration relating to preservation and operation of the common area located on the property and described in the Declaration.

ARTICLE IV
LIMITATION ON POWERS

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.

ARTICLE V
TAX QUALIFICATIONS

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 of the California Revenue and Taxation Code. No part of the net earnings of this Association shall inure to the benefit of any private individual except as expressly provided in the Declaration with respect to the acquisition, construction or provisions for management, maintenance and care of the Corporate property, and other than by a refund of excess Membership assessments, fees, and charges. In the event of the destruction, liquidation, or winding up of the Corporation, upon or after termination of the project, 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 interests therein.

ARTICLE VI
PROPERTY MANAGEMENT

The Association is managed by Management 4 H.O.A.s, 61 West Sierra Avenue, Cotati, California, 94931.

ARTICLE VII
BUSINESS OFFICE

The Association does not have an on-site office. The address of the business office is Chantarelle Homeowner's Association, care of Management 4 H.O.A.s, 1100 Coddington Center, Suite A, Santa Rosa, California, 95401.

ARTICLE VIII
LOCATION OF PROJECT

The front street of the common interest development is Avenida Sebastiani Sonoma, California. The major cross street is Arnold Drive, Sonoma, California. The nine-digit zip code of the common interest development is 95476-8336.

ARTICLE IX
MEMBERSHIP IN THE CORPORATION

The authorized number and qualifications of Members of the Corporation, the real property subject to the Corporation, the voting and other membership rights and privileges and the members' liability for assessments and charges, and the method of collection shall be as set forth in the Bylaws of the Corporation currently in effect and in the Declaration of Covenants, Conditions and Restrictions currently in effect and recorded in the official records of Sonoma County.

ARTICLE X
BOARD OF DIRECTORS

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

ARTICLE XI
AMENDMENT

Amendment of these Articles shall require the vote by secret written ballot (pursuant to the Bylaws) of fifty-one percent (51%) of the total voting power of the corporation and a majority of the Board of Directors.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by more than a majority of the Board of Directors of the Corporation.
4. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the required percentage of the voting Members.

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: 6/16/09

W. Robert Giusio
W. ROBERT GIUSIO [print name]
President

Date: 6/16/09

Beatrice E. McIntosh
Beatrice E. McIntosh [print name]
Secretary

