

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

FEB 21 2008

DEBRA BOWEN
Secretary of State

JAN 24 2008

RESTATED ARTICLES OF INCORPORATION
OF
VERANO HOMEOWNERS ASSOCIATION

Torres Gonzalez and Scott Fleming certify that:

1. They are the President and Secretary, respectively, of Verano Homeowners Association, a California non-profit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated in full to read as follows:

ARTICLES OF INCORPORATION OF
VERANO HOMEOWNERS ASSOCIATION

Article I

The name of this corporation is Verano Homeowners Association.

Article II

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. A further purpose is to engage in such acts as allowed by the Davis-Stirling Common Interest Development Act (Civil Code Section 1350, *et seq.*) governing Common Interest Developments.

The specific primary purposes for which this corporation was formed are to provide for maintenance, protection, preservation and architectural control of the residences and common area including the attractiveness and value thereof, and the landscaping, structures and facilities thereon within that certain tract of property situated in the City of San Jose, County of Santa Clara, State of California, described as follows:

All that certain property as shown on the Map of Tract No. 6131 filed for record in the Office of the Recorder of the County of Santa Clara, State of California, on November 18, 1987, in Book 580 of Maps, Pages 43 through 45, excluding Lot 58.

The corporation's purposes also include providing for the management, administration and operation of the above described property comprising the Verano subdivision and the business and affairs of the corporation; promoting the health, safety, welfare and interests of all of the owners of property and residents within the Verano subdivision; and taking such action as, in the judgment of the Board of Directors, shall be necessary and proper or incidental to the foregoing purposes of the corporation.

Article III

Verano Homeowners Association is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The above described property is divided into fifty-four (54) Townhouses and appurtenant common area located in San Jose, California.

The address of the business or corporate office of the Association is 1800 Hamilton Avenue, Suite #210, San Jose, CA 95125. This office is not on site.

The nine-digit ZIP Code applicable to the common interest development is 95111-3847. The frontage street for the common interest development is Branham Lane East, and the nearest cross-street for the physical location of the common interest development is Rahway Drive, in the City of San Jose, California.

The name and address of the Association's managing agent is Cornerstone Community Management, 1800 Hamilton Avenue, Suite #210, San Jose, CA 95125.

Article IV

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

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) of members representing a majority of the voting power of the Association.

Article VI

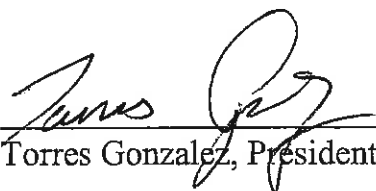
This corporation is intended to qualify as a homeowner's association under the applicable provisions of Section 528 of the United States Internal Revenue Code ("IRC") and of Section 23701t of the Revenue and Taxation Code of the State of California ("R&TC"), as each may be amended from time to time. This corporation does not contemplate pecuniary gain or profit to the Members thereof. 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's property, and other than by a rebate of excess membership dues, fees, or assessments.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

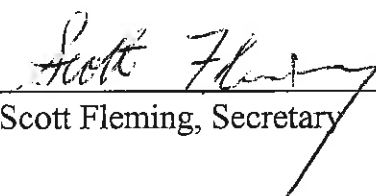
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Date: 1/17, 2008




Torres Gonzalez, President

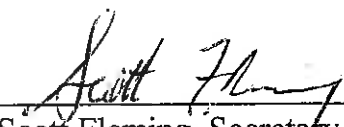


Scott Fleming, Secretary

Executed in the City of San Jose, County of Santa Clara, California, on
1/17, 2008.



Torres Gonzalez, President



Scott Fleming, Secretary

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