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**-FILED-**

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## **ARTICLES OF INCORPORATION 741-747 G AVENUE VILLAS MAINTENANCE ASSOCIATION**

### **ARTICLE 1. NAME OF ASSOCIATION**

The name of this corporation is **741-747 G AVENUE VILLAS MAINTENANCE ASSOCIATION**, (hereinafter referred to as the "*Association*").

### **ARTICLE 2. PURPOSES**

(a) 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.

(b) This corporation does not contemplate pecuniary gain or profit to the members thereof.

(c) This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act (Civil Code §§4000 *et seq.*), the specific and primary purposes of which is to provide for the management, administration, operation, maintenance, preservation, improvement, architectural and aesthetic control of the separate interests (defined in Civil Code §4185 ) and common area (defined in Civil Code §4095) within that certain tract of real property situated in the City of **Coronado**, County of **San Diego**, commonly known as "**741-747 G AVENUE VILLAS**," hereinafter referred to as the "Project." Subject to the provisions of that certain "Declaration of Covenants, Conditions and Restrictions" recorded or to be recorded with the County Recorder of **San Diego** County, California, applicable to the Project (hereinafter referred to as the "Declaration"), the general purposes and powers of the Association shall include, but not be limited to:

- (1) To promote the health, safety and welfare of the Occupants within the Project;
- (2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration;
- (3) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and to pay all expenses in connection therewith and all office and other expense incident to the conduct of the business of the Association, including all licenses, taxes and government charges levied or imposed against the property of the Association;
- (4) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(5) To borrow money and to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) To have and to exercise the powers granted to a nonprofit mutual benefit corporation enumerated in Corporation Code §7140 and the Davis-Stirling Common Interest Development Act.

(7) To act in the capacity of principal, agent, joint venturer or partner or otherwise.

The foregoing clauses concerning the purposes of the Association shall be considered as a statement both of purposes and of powers; and the purposes and powers in each clause shall, except where otherwise expressed, be in no manner limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The foregoing notwithstanding, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purpose of the Association.

### **ARTICLE 3. INITIAL AGENT**

The name and address in the State of California of the Association's initial agent for service of process is:

**HUGH MAYNARD.  
11717 BERNARDO PLAZA COURT #220  
SAN DIEGO CA 92128**

### **ARTICLE 4. ASSOCIATION ADDRESS; LOCATION; ZIP CODE**

(a) The initial address of the Association is:

**11717 BERNARDO PLAZA COURT #220  
SAN DIEGO CA 92128**

(b) The nearest front and side streets of the Common Interest Development are:

**G AVENUE and 8TH STREET  
CORONADO, CA 92118**

### **ARTICLE 5. MANAGEMENT COMPANY**

The name of the Association's initial management agent, as defined in Civil Code §5375 is:

**PROPERTY MANAGEMENT CONSULTANTS, INC.  
11717 BERNARDO PLAZA COURT #220  
SAN DIEGO CA 92128**

### **ARTICLE 6. RIGHTS OF MEMBERS**

The rights of members, number of members, and manner of election of the Board of Directors and all other matters concerning the operation and governance of the Association shall be as set forth in the Bylaws.

### **ARTICLE 7. NONPROFIT STATUS; DISSOLUTION**

The Association is intended to qualify as an owners' association under the applicable provisions of the Internal Revenue Code and of the California Revenue and Taxation Code. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction or provision for management, maintenance and care of the Common Area and other than by a rebate of excess membership dues, fees or assessments. So long as there are any Separate Interests (defined in Civil Code §4185) for which the Association is obligated to provide management, maintenance, preservation or control, the Association 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. On the dissolution or winding up

of the Association, upon or after termination of the Project, in accordance with the provisions of the Declaration, the assets of the Association remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be divided among and distributed to the members in accordance with their respective rights therein.

## **ARTICLE 8.      MEMBERSHIP**

Every Person who is an Owner of a Unit in the Project shall be a member of the Association. The foregoing is not intended to include Persons who 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 a Unit. In the event that there are two or more Owners of a single Unit, each such Owner shall be a *"member"* of the Association, however, in the context of terminologies such as *"approval by a unanimous vote of the members," "distribution of assets equally to the members"* and similar terms, such "vote" or "equal distribution" shall be attributable to the single Unit owned by such members and not on the number of members.

## **ARTICLE 9.      CLASSES OF MEMBERS**

The authorized number and qualifications of Members of the Association, the different classes of members, if any, the property, voting and other rights and privileges of Members, and their liability for Assessments and the method of collection thereof, shall be as set forth in the Declaration and Bylaws.

## **ARTICLE 10.    AMENDMENTS**

To the fullest extent permitted provided under California law, these Articles may be amended only (a) by the affirmative vote (in person or proxy) or written consent of a majority of the Board of Directors of this Association and the affirmative vote, in person or by proxy, or written consent of members representing a majority of the voting power of the Association membership, which shall include a majority of the votes of members other than "Declarant," as defined in the Declaration, or, where a Class B membership is still in effect, as provided in the Declaration and the Bylaws, a majority of voting power of Class A membership and of Class B membership. However, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause; or (b) by the majority of the Incorporators, so long as no directors have been named in the original articles, no directors have been elected and there are no members.

**IN WITNESS WHEREOF**, for the purposes of forming this Association under the laws of the State of California, the undersigned has executed these ARTICLES OF INCORPORATION this 4TH day of DECEMBER, 2024.

A handwritten signature in black ink, appearing to read "S. E. Rodick", is written over a horizontal line.

**STEVEN E. RODICK**  
Incorporator