

**-FILED-**

File No.: B20250011570

Date Filed: 2/28/2025

**ARTICLES OF INCORPORATION  
OF  
FOXHILL HOMEOWNERS ASSOCIATION ONE**

**ARTICLE I**

The name of this corporation is Foxhill Homeowners Association One (hereinafter referred to as the "**Corporation**").

**ARTICLE II**

A. The 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. The Corporation does not contemplate pecuniary gain or profit to the members thereof. The specific primary purposes for which the Corporation is formed are to provide for management, administration, maintenance, preservation and architectural control of the common interest development within real property in the City of San Diego, County of San Diego, California, commonly known as "Foxhill La Jolla." Subject to the provisions of the recorded Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Foxhill La Jolla applicable to the development (hereinafter referred to as the "**Declaration**"). The general purposes and powers of the Corporation are:

(1) to promote the health, safety and welfare of the residents within the development;

(2) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation 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 expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and governmental charges levied or imposed against the property of the Corporation;

(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 Corporation;

(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 any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California by law may now or hereafter have or exercise;

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

(8) to exercise the powers granted to a non-profit mutual benefit corporation enumerated in Corporation Code Section 7140.

(9) to operate a homeowners association within the meaning of Section 23701(1) of the California Revenue and Taxation Code.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no way be 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. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

### ARTICLE III

The initial business address of the corporation is 6048 Clubhouse Drive, Rancho Santa Fe, California 92067. The initial mailing address of the corporation is 3830 Valley Center Drive, Suite 705-381, San Diego, California 92130. The development is located in La Jolla, California.

### ARTICLE IV

The Corporation is intended to qualify as a homeowners association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those Code sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the real property owned by the corporation, and other than by a rebate of excess membership dues, fees, or assessments. In the event of the dissolution, liquidation, or winding up of the Corporation, upon or after termination of the development, in accordance with the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be divided among and distributed to the members in accordance with their respective rights therein.

### ARTICLE V

These Articles may be amended only by the affirmative vote or written consent of a majority of the Board of Directors of this Corporation and the affirmative vote, in person or by proxy, or written consent of members representing a majority of the voting power of the Corporation members, which shall include a majority of the votes of members other than the Declarant (as "Declarant" is defined in the Declaration), or where the Class B membership is still in effect, as provided in the Declaration and the Corporation's Bylaws, a majority of the voting power of Class A membership and a majority of the voting power of Class B membership.

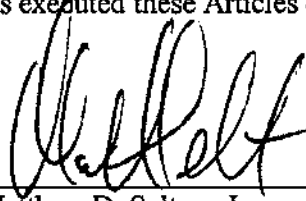
### ARTICLE VI

The authorized number and qualifications of members of the Corporation, 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 Corporation's Bylaws.

#### ARTICLE VII

The name and address of the Corporation's initial agent for service of process are: Lawrence Hershfield, 6048 Clubhouse Drive, Rancho Santa Fe, California 92067.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 28th day of February, 2025.

A handwritten signature in black ink, appearing to read 'Matt Seltzer', is written over a horizontal line.

Matthew D. Seltzer, Incorporator