

OCT 26 2005

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**TELEGRAPH LANDING NORTH ASSOCIATION**

We, Nancy E. Spero and Marilyn Nichols, certify:

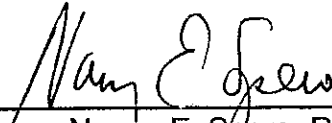
1. That we are President and Secretary, respectively, of TELEGRAPH LANDING NORTH ASSOCIATION.

2. That the Articles of Incorporation of Telegraph Landing North Association are amended to read as shown in the attached Exhibit A, and incorporated by reference as if fully set forth herein, pursuant to a written vote of the members. The required member vote was 75% of the total voting power of the Association. On May 26, 2005, the Association sent a ballot to all members requesting that they vote to amend the Articles of Incorporation. One hundred forty four (144) members voted in favor of adoption of the proposed Articles; two (2) members voted against adoption of the proposed Articles.

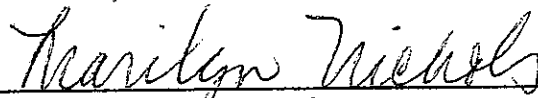
3. Said amendment has been approved by the Board of Directors of Telegraph Landing North Association.

Each of the undersigned further declares, 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.

Executed at San Francisco, California, on October 14, 2005.



Nancy E. Spero, President



Marilyn Nichols, Secretary

FIRST AMENDED ARTICLES OF INCORPORATION  
**TELEGRAPH LANDING NORTH ASSOCIATION**

A California Nonprofit Mutual Benefit Corporation

**ARTICLE 1  
NAME**

The name of the Corporation is Telegraph Landing North 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. 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.

B. The specific purpose of this corporation is to provide for the management, administration, preservation and architectural control of the real property in San Francisco County, California, commonly known as the Telegraph Landing North Condominiums Association.

**ARTICLE 3  
DAVIS - STIRLING ACT**

The Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The Corporation shall be managed in accordance with the provisions of its Declaration and its duly adopted Bylaws. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure in office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors are set forth in the Declaration and the Bylaws. The authorized number and qualifications of Directors, the property, voting and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof are set forth in the Bylaws and the Declaration. 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 Association.

**ARTICLE 4  
CORPORATE ADDRESS**

The address of the business or corporate office of the association is: 3450 Third Street, Suite 1A, San Francisco, CA 94124. This office is not on site. The nine-digit zip code for the common interest development is 94111-1142. The front street and the nearest cross street to the common interest development are Lombard and the Embarcadero.

**ARTICLE 5  
MANAGING AGENT**

The name and address of the association's managing agent is Citiscape Management, 3450 Third Street, Suite 1A, San Francisco, CA 94124.

**ARTICLE 6  
NONPROFIT CORPORATION LAW**

The Corporation is intended to qualify as a Homeowners' Association under the applicable provisions of the Internal Revenue Code and 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 sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the Association property, 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 Association, upon or after termination of the project in accordance with the provisions of the Declaration, its assets 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.

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 7  
AMENDMENT**

These articles may be amended only by the affirmative vote of a majority of the Board of Directors of the Association, and by the affirmative vote (in person or by proxy) of members representing a majority of the total voting power of the Association. However, the percentage of voting interest 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.