

## Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

1. They are the president and the secretary, respectively, of Windsor Brixton Homeowners Association, a California corporation, with California Entity Number 4156536.

2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:


The name of the Corporation is Windsor Brixton HOA ("**Association**").

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

4. The requirements for a vote of the members has been excused by Order of the Court pursuant to Corporations Code section 7515, signed by Hon. Lanye H. Melzer on January, 31, 2023, a copy of which is attached as Exhibit A hereto.

We further 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:

  
Thomas Williams, President


  
Paul Suter, Secretary

Exhibit A

**FILED**  
SUPERIOR COURT OF CALIFORNIA  
COUNTY OF ORANGE  
CENTRAL JUSTICE CENTER

**JAN 31 2023**

DAVID H. YAMASAKI, Clerk of the Court

BY: \_\_\_\_\_ DEPUTY

1 ROBERT M. DeNICHILLO, Bar No: 166280  
2 DANIEL C. HEATON, Bar No: 262232  
3 NORDBERG | DeNICHILLO, LLP  
999 Corporate Drive, Suite 100  
Ladera Ranch, California 92694  
Tel: 949.654.1510

4 Attorneys for Petitioner  
5 WINDSOR BRIXTON HOMEOWNERS  
6 ASSOCIATION

8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**

9 **COUNTY OF ORANGE**

10 In re WINDSOR BRIXTON HOMEOWNERS  
11 ASSOCIATION,

12 Petitioner.

Case No.: 30-2022-01301375-CU-PT-CJC

~~Proposed~~ **ORDER GRANTING  
PETITION TO DISPENSE WITH VOTING  
REQUIREMENTS TO AMEND ARTICLES  
OF INCORPORATION**

**(Pursuant to Corporations Code § 7515)**

**Date: 04/13/2023**

**Time: 2:00 PM**

**Dept: C12**

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19 **TO ALL INTERESTED PARTIES**

20 The Petition of WINDSOR BRIXTON HOMEOWNERS ASSOCIATION (“Association”),  
21 brought by its Director at Large, Paul Suter, on behalf of the Board of Directors, and seeking an  
22 Order to dispense with the provision of its Articles of Incorporation requiring the vote of a majority  
23 of the membership in order to amend its Articles, was filed pursuant to Corporations Code § 7515  
24 and came on for hearing on January 31, 2023, at 1:30 PM in Department C12 of the  
25 above-captioned Court.

26 *\*\** After consideration of the Association’s Petition, the accompanying Declarations and  
27 Exhibits in support thereof, the Court finds good cause to make the following findings:

28 ///

**ORDER DISPENSING WITH VOTING REQUIREMENTS TO  
AMEND ARTICLES OF INCORPORATION (CORP. CODE § 7515)**

Nordberg | DeNichilo, LLP  
999 Corporate Drive, Suite 100  
Ladera Ranch, California 92694  
Telephone: 949.654.1510

1           1.       California Revenue and Taxation Code § 23301 precludes a suspended corporation  
2 from exercising its powers, rights, and privileges, “[e]xcept for the purposes of filing an application  
3 for exempt status or amending the articles of incorporation....” The Association brings this Petition  
4 in furtherance of amending its Articles as a necessary step to revive its corporate status.

5           2.       The allegations of the Association’s Petition to Dispense with Voting Requirements  
6 to Amend Articles of Incorporation satisfy the requirements of Corporations Code § 7515;

7           3.       The Association’s initial Articles of Incorporation were filed with the California  
8 Secretary of State on May 23, 2018.

9           4.       Article Five of the Articles provides that amendment thereof requires both the  
10 majority vote of the Board of Directors, as well as approval by a majority of the total voting power  
11 of the Members. Any such election to amend the Association’s Governing Documents is also  
12 normally required to be held by secret ballot following strict procedures outlined in the Davis-  
13 Stirling Act and Corporations Code.

14           5.       As a result of the Association’s suspended status, it is both impractical and unduly  
15 difficult for the Association to organize, fund, and conduct a meeting of its members to hold an  
16 election for the membership to vote on changing the Association’s corporate name.

17           6.       The Association’s request to dispense with the above requirement of Article Five is  
18 not only fair and equitable given the current circumstances but is appropriately limited to enable the  
19 Association to continue managing its affairs without the need for further assistance from the Court  
20 or resorting again to Section 7515.

21           It is HEREBY ORDERED, ADJUDGED, AND DECREED:

22           1.       The Association’s Petition to Dispense with Voting Requirements to Amend Articles  
23 of Incorporation is hereby GRANTED.

24           2.       Pursuant to Civil Code § 7515, on a one-time basis only, the Court dispenses with  
25 that portion of Article Five of the Association’s current Articles of Incorporation requiring the  
26 affirmative vote of a majority of the membership in order to amend the Articles.

27           3.       The Association is thereby permitted to proceed with filing an Amended Articles of  
28 Incorporation with the California Secretary of State to change its corporate name to “Windsor

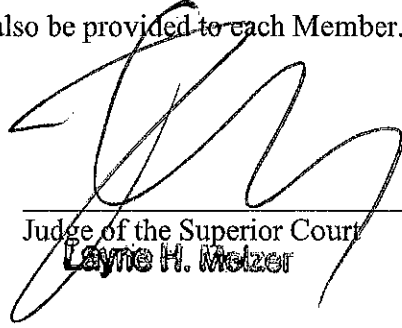
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Telephone: 949.654.1510

1 Brixton HOA,” or a similar designation selected by the Board of Directors in the event that the  
2 above name is rendered unavailable.

3 4. In accordance with Corporations Code § 7515(b), the Association shall give  
4 reasonable notice of this Order to all its Members by serving a copy on each by first class mail, as  
5 well as posting the initial Petition and all related documents and exhibits on a website to be  
6 maintained for 30 days, the address of which shall also be provided to each Member.

7 **SO ORDERED.**

8  
9 DATED: JAN 31 2023

  
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Judge of the Superior Court  
Layne H. Metzger

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**ARTICLES OF INCORPORATION OF  
WINDSOR BRIXTON HOMEOWNERS ASSOCIATION**

**FILED**  
Secretary of State  
State of California

1cc MAY 23 2018 SMM

I

The name of this corporation is Windsor Brixton Homeowners Association ("**Association**").

II

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. This corporation is an association formed to manage a common interest development, under the Davis-Stirling Common Interest Development Act (California Civil Code Section 4000, et seq.), and the specific primary purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the residential lots and association property within that certain tract of property situated in the City of Menifee, County of Riverside, California, commonly known as Windsor Brixton ("**Community**"). Subject to the provisions of the recorded or to be recorded Declaration of Covenants, Conditions and Restrictions and Establishment of Easements of Windsor Brixton applicable to the development ("**Declaration**"), and the Bylaws of the Association ("**Bylaws**") the general purposes and powers of the Association are:

- (1) to promote the 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 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 expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental 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 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; and
- (7) to act in the capacity of principal, agent, joint venturer, or partner, or otherwise.

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 Association 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.

## III

The initial business and mailing address of the Association is: 27401 Los Altos, Suite 400, Mission Viejo, CA 92691. The nearest front and side streets of the Community are Hanover Lane and Craig Avenue. The postal ZIP Code of the Community is 92584-0000.

## IV

This Association is intended to qualify and operate exclusively as a homeowners association within the meaning of California Revenue and Taxation Code Section 23701t and Internal Revenue Code Section 528. 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 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 Community, in accordance with 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.

## V

These Articles may be amended only by the affirmative vote 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 members which shall include a majority of the votes of members other than the Declarant under the Declaration, or where the 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. The vote on a proposed amendment to these Articles shall be held by secret written ballot in accordance with the procedures set forth in California Civil Code Section 5100, *et seq.* and the rules adopted by the board of directors of this Association pursuant thereto.

## VI

The authorized number of members, qualifications of members, classes of membership, along with the voting and other rights and privileges of members shall be as set forth in the Bylaws.

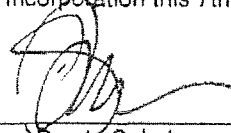
## VII

The name and address of the Association's initial agent for service of process are: Leeanne Brock, 27401 Los Altos, Suite 400, Mission Viejo, California 92691.

## VIII

The Association has no managing agent as of the date of filing of the Articles of Incorporation.

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 7th day of May 2018.



Leeanne Brock, Sole Incorporator



I hereby certify that the foregoing transcript of 12 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUN 04 2018 *mc*

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State