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ENDORSED - FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE  
OF THE STATE OF CALIFORNIA

DEC - 8 1998

WILL JONES, SECRETARY OF STATE

## ARTICLES OF INCORPORATION

OF

*ALAMEDA - CONTRA COSTA COUNTIES NATIONAL ASSOCIATION  
OF RESIDENTIAL PROPERTY MANAGERS, INC.*

I.

The name of the corporation is Alameda - Contra Costa Counties National Association of Residential Property Managers, Inc.

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 for which a corporation may be organized under such law.

III.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IV.

The name and address in the State of California of the Corporations's initial agent for service of process is Brian D. Seibel, Attorney at Law, 1850 Mt. Diablo Blvd., Suite 650, Walnut Creek, California.

V.

The name of the unincorporated association which is being incorporated is the Alameda - Contra Costa Counties National Association of Residential Property Managers.

VI.

The unincorporated association whose name is set forth in Article V of these Articles of Incorporation is being incorporated by the filing of these Articles.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of Alameda - Contra Costa Counties National Association of Residential Property Managers, Inc. has executed these Articles of Incorporation on August 20, 1998.

  
Enrico Reguzzoni, Incorporator

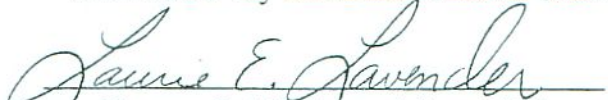
### ACKNOWLEDGMENT

STATE OF CALIFORNIA           )  
COUNTY OF CONTRA COSTA   )

On this 20th day of August in the year of 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared ENRICO REGUZZONI, personally known to me (or proved on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

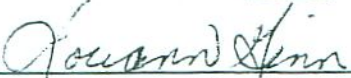


WITNESS my hand and official seal.

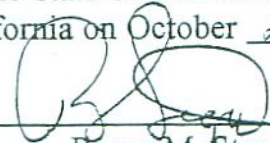
  
Notary Public in and for said State

We the undersigned officers of Alameda - Contra Costa Counties National Association of Residential Property Managers, Inc., an unincorporated association hereby verify that the incorporation of Alameda - Contra Costa Counties National Association of Residential Property Managers, Inc., by means of the Articles attached hereto have been approved by the association in accordance with its rules and procedures.

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Concord, California on October 22, 1998.

  
\_\_\_\_\_  
Louann Giinn, Director

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Concord, California on October 22, 1998.

  
\_\_\_\_\_  
Roger M. Staggs, Director





the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnification required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

#### Annual Statement of Certain Transactions and Indemnifications

Section 6.03. The corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

#### Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporate seal which shall be in the following form and design: ..... [describe]. The Secretary [or specify other officer] of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

CERTIFICATE OF SECRETARY  
OF  
ALAMEDA - CONTRA COSTA COUNTIES NATIONAL ASSOCIATION  
OF RESIDENTIAL PROPERTY MANAGERS, INC.  
a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 17 [number] pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on 10/15, 1998.

Dated: 10/15, 1998

  
\_\_\_\_\_, Secretary