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FILED

In the office of the Secretary of State
of the State of California

OCT 16 1956

By *Frank M. Jordan*, Secretary of State
Deputy

ARTICLES OF INCORPORATION

OF

ATCHISON VILLAGE MUTUAL HOMES CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation pursuant to the non-profit law of the State of California.

AND WE DO HEREBY CERTIFY:

First: That the name of this corporation is

ATCHISON VILLAGE MUTUAL HOMES CORPORATION,

Second: That the specific and primary purposes for which said corporation is formed are:

(a) To purchase, operate and generally manage housing projects in the interest and for the housing of its members; and provide on a non-profit basis such other facilities, services and benefits as may be necessary or convenient in connection therewith.

(b) To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, stores, restaurants, business blocks, office buildings, garages, hangars, stations, warehouses, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, including easements, rights, privileges, wheresoever situated, including water and water rights.

(c) To buy, contract for, lease and in any and all other ways acquire, take, hold and own, and to sell, mortgage, pledge, deed in trust, lease and otherwise dispose of patents, trade names, trade names, inventions, improvements, licenses and processes or rights thereunder and franchise rights, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its affairs, or in the maintenance, operation, development or extension of its properties.

(d) To buy, sell and deal in securities of every description, including mortgages, bonds, debentures, promissory notes, commercial paper and securities of other classes; to buy, sell and generally deal in shares and bonds of other corporations; to exchange shares or bonds, or either or both issued by other corporations, for real or personal property of any kind.

(e) To engage generally, in the business of financing any lawful enterprise in any lawful way; to borrow and lend money in

Restriction of Right
to Amend Articles

YES

YES

1 connection with the foregoing purposes with or without security
2 therefor; to execute notes, bonds and all other obligations for
3 money borrowed, loaned, or services performed for this
4 corporation, property purchased or otherwise acquired by this
5 corporation, or for any lawful purposes, and to secure the payment
6 of the principal and interest of said notes, bonds or other
7 obligations by mortgage, pledge, hypothecation, deed of trust,
8 otherwise or any or all property owned or which may be acquired
9 by this corporation.

10 (f) To own, lease, operate, maintain, manage, equip,
11 improve, repair, alter and otherwise deal with, use and enjoy, to
12 invent, design, develop, assemble, build, construct, fabricate,
13 manufacture, buy, import, lease as lessee and otherwise acquire,
14 to mortgage, deed in trust, pledge and otherwise encumber, and to
15 sell, lease as lessor and otherwise dispose of, machinery, equip-
16 ment, materials, supplies, appliances and accessories of every
17 kind.

18 (g) To operate, carry on or otherwise engage in, any lawful
19 business, and to do and perform such other acts as may be
20 convenient or desirable in connection therewith.

21 That this is a corporation which does not contemplate
22 pecuniary gain or profit to the members thereof.

23 It is the intention that the objects and purposes set forth
24 in the foregoing clauses shall not, unless otherwise specified
25 herein, be in any wise limited or restricted by reference to or
26 inference from the terms of any other clause of the Articles of
27 Incorporation, but that the objects and purposes specified in
28 each of said clauses shall be regarded as independent objects and
29 purposes.

30 It is also the intention that the foregoing clauses shall be
31 construed as powers as well as objects and purposes and the fore-
32 going enumeration of specific powers shall not be held to limit
33 or restrict in any manner the general powers of the corporation as
34 a non-profit organization, and generally the corporation shall be
35 authorized to exercise and enjoy all other powers, rights and
36 privileges granted by the laws of the State of California under
37 which this non-profit corporation is organized.

38 Third: That the city and county in this state where the
39 principal office for the transaction of the business of this
40 corporation is to be located is the City of Richmond, County of
41 Contra Costa, State of California.

42 Fourth: The number of directors of this corporation shall be
43 nineteen. The names and addresses of the persons who are
44 appointed to act as the first directors are as follows:

45	46 <u>NAME</u>	47 <u>ADDRESS</u>
48	J. B. Wilson	333 W. Bissell, Richmond, California
49	C. M. Carnahan	109 Collins, " "
50	Evart G. Hill	20 W. Macdonald, " "
51	Raymond Golden	140 Pollette, " "
52	Benjamin F. Clark	145 Pollette, " "

1	D. M. Arteaga	156 Curry,	Richmond, California
2	Mary Berg	131 Curry,	" "
3	Otto Hollinghead	40 Chanslor Court,	" "
4	Alice L. Boyer	32 W. Macdonald Ave.	" "
5	Howard J. Palmer	25 Collins Ct.,	" "
6	Hubert (Dabe) Dias	11 W. Chanslor,	" "
7	Mildred Fredrickson	148 Follette,	" "
8	Pete R. Lopez	144 Follette,	" "
9	W. L. Ward	30 Collins Ct.,	" "
10	E. D. Collins	132 Curry St.,	" "
11	R. D. Wilson	133 Curry St.,	" "
12	Esther Howcroft	36 W. Macdonald,	" "
13	R. R. Ferguson	240 Garrard,	" "
14	Clovie Stewart	37 W. Bissell	" "

15 Fifth: The authorized number and qualifications of members
 16 of the corporation, the different classes of membership, the
 17 property, voting and other rights and privileges of each member-
 18 ship and the liability of each member to dues or assessments, and
 19 the method of collection thereof, shall be governed in accordance
 20 with the by-laws of the corporation.

21 IN WITNESS WHEREOF, we have hereunto set our hands in the
 22 City of Richmond, County of Contra Costa, State of California, this
 23 15th day of October, 1956.

24 J. B. Wilson

25 C. M. Barnham

26 Ernest G. Hill

27 Alice L. Boyer

28 Howard J. Palmer

29 W. L. Ward

30 Benjamin G. Laro

31 Hubert (Dabe) Dias

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W. L. Ward

Pete R. Lopez

Officer [unclear]

E. D. Collins

Mildred Fredrickson

Clovis Stewart

Mary Berg

Esther Howcroft

Richard D. Wilson

Raymond Golden

R. R. Ferguson

STATE OF CALIFORNIA }
COUNTY OF CONTRA COSTA } ss.

On the 15th day of October, 1956, before me, PHILLIP M. WILSPAUGH, a Notary Public in and for said County and State, residing therein, and duly commissioned and sworn, personally appeared J. B. WILSON; C. M. CARNAHAN; EVART G. HILL; RAYMOND G. GOLDEN; BENJAMIN F. CLARK; D. M. ARTEAGA; MARY BERG; OTTO HOLLINGSHEAD; ALICE L. BOYER; HOWARD J. PALMER; MUBERT (BASE) DIAS; MILDRED FREDRICKSON; PETE R. LOPEZ; W. L. WARD; E. D. COLLINS; R. D. WILSON; ESTHER HOWCROFT; R. R. FERGUSON; CLOVIS STEWART, known to me to be the persons whose names are subscribed to and who executed the within instrument, and they acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City of Richmond, County of Contra Costa, State of California, the day and year in this certificate first above written.

Phillip M. Wilspaugh
NOTARY PUBLIC in and for the
County of Contra Costa,
State of California.

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FILED +

In the office of the Secretary of State
State of California

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION

AUG 20 1957

FRANK J. JORDAN, Secretary of State
Philip M. Hillsbach
Deputy

WE, the undersigned, MILTON L. GADWAY, the President and
MARY WHITWORTH, the Secretary-Treasurer of the ATCHISON
VILLAGE MUTUAL HOMES CORPORATION, a non-profit corporation
organized under the laws of the State of California,

DO HEREBY CERTIFY:

1. That on the 2nd day of May, 1957 at 9:00 o'clock P. M.
on said day, at the office of the above-named corporation,
Administration Building, Collins and Curry Streets, Richmond,
County of Contra Costa, State of California, a meeting of
the Directors of the aforesaid corporation was duly held.

2. That at said meeting a resolution providing for the
amendment of the Articles of Incorporation of said corporation
was adopted by the affirmative vote of a majority of the
directors of said corporation; that the following is a copy
of the said resolution so adopted, to-wit:

"WHEREAS: The Articles of Incorporation of Atchison
Village Mutual Homes Corporation provide that the number of
directors of this corporation shall be 19 and whereas it is
the intention of the Board of Directors and of the corporation
to reduce the number of directors from 19 to 11 and whereas,
the Board of Directors has amended its by-laws specifying that
there shall be only 11 members on the Board of Directors;
Now, therefore, BE IT RESOLVED that the following wording set
forth in the first sentence of paragraph ^{Fourth} of the Articles
of Incorporation "The number of the directors of this corpor-
ation shall be 19," shall be amended to read as set forth in
this resolution as follows, "The number of directors of this
corporation shall be 11."

3. That 14 of the 19 directors of said corporation voted

1 in favor of the said resolution.

2 4. That said resolution was approved by the written
3 consent filed with the Secretary-Treasurer of said corporation
4 of members holding a majority of the voting power, to-wit:
5 by the written consent of members holding 263 member^{ships} out of
6 a total of 450 outstanding member^{ships}, entitled to vote on
7 Amendments to the Articles of Incorporation. That the following
8 is a copy of the form of the written consent so filed, to-wit:
9 "Consent to AMENDMENT OF THE ARTICLES OF INCORPORATION OF

10 ATCHISON VILLAGE MUTUAL HOMES CORPORATION

11 WE, the undersigned members in good standing of the above
12 corporation, entitled to vote, hereby consent to the amendment
13 of the Articles of Incorporation of said corporation as provided
14 in the following resolution which was duly adopted by the Board
15 of Directors at a special meeting, Thursday, May 2, 1957:

16 'WHEREAS: The Articles of Incorporation of Atchison
17 Village Mutual Homes Corporation provide that the number of
18 directors of this corporation shall be 19 and whereas it is the
19 intention of the Board of Directors and of the corporation to
20 reduce the number of directors from 19 to 11 and whereas, the
21 Board of Directors has amended its by-laws specifying that there
22 shall be only 11 members on the Board of Directors; Now, therefore
23 BE IT RESOLVED that the following wording set forth in the first
24 sentence of Paragraph ^{Fourth} of the Articles of Incorporation 'The
25 number of the Directors of this corporation shall be 19,' shall
26 be amended to read as set forth in this resolution as follows,
27 'The number of directors of this corporation shall be 11'."

28 "We further consent in accordance with Section 3631 of the
29 corporation Code of the State of California, that the first
30 sentence of Paragraph ^{Fourth} of the Articles of Incorporation of
31 Atchison Village Mutual Homes Corporation shall be amended to
32 read as set forth in full in the resolution of the Board of

1 Directors adopted at a special meeting of the Board of
2 Directors, Thursday, May 2, 1957, which said amendment reads
3 as follows:

4 "The number of directors of this corporation shall be 11."

5
6 Signature Address Date

7
8 5. That the total number of members entitled to
9 consent to the adoption of said amendment is 450.

10 IN WITNESS WHEREOF, we have signed this Certificate and
11 caused the seal of the corporation to be affixed, this 7th day
12 of June, 1957.

13
14 x Milton L. Gadway
15 PRESIDENT

16 Mary Whitworth
17 SECRETARY-TREASURER

18 STATE OF CALIFORNIA
19 COUNTY OF CONTRA COSTA

20 MILTON L. GADWAY and MARY WHITWORTH, whose names are signed
21 to the above CERTIFICATE, being duly sworn, each for himself,
22 deposes and says:

23 That the said MILTON L. GADWAY is the president, and the
24 said MARY WHITWORTH is the Secretary-Treasurer of the ATCHISON
25 VILLAGE MUTUAL HOMES CORPORATION, the corporation mentioned in
26 the above CERTIFICATE; that they have read the above CERTIFICATE,
27 and the matters set forth therein are true of their own knowledge.

28 x Milton L. Gadway
29 President

30 Mary Whitworth
31 Secretary-treasurer

32 Subscribed and sworn to before me
this 7th day of June, 1957.

Philip M. Millspaugh
NOTARY PUBLIC IN AND FOR SAID COUNTY
OF CONTRA COSTA, STATE OF CALIFORNIA

1 **FILED**
 2 In the Office of the Secretary of State
 3 of the State of California

JAN 8 - 1959
 4 *Rogers*

CERTIFICATE OF AMENDMENT OF
 ARTICLES OF INCORPORATION

5 WE, the undersigned, EDWARD COLLINS, the President and MARY
 6 WHITWORTH, the Secretary-Treasurer of ATCHISON VILLAGE MUTUAL
 7 HOMES CORPORATION, a non-profit corporation organized under the
 8 laws of the State of California,

9 DO HEREBY CERTIFY:

10 1. That on the 24th day of June, 1958, at 7:30 p.m. on said
 11 day, at the office of the above-named corporation, Administration
 12 Building, Collins and Curry Streets, Richmond, County of Contra
 13 Costa, State of California, a meeting of the directors of the
 14 aforesaid corporation was duly held.

15 2. That at said meeting a resolution providing for the
 16 amendment of the Articles of Incorporation of said corporation
 17 was adopted by the affirmative vote of a majority of the direc-
 18 tors of said corporation; that the following is a copy of the
 19 said resolution so adopted, to-wit:

20 "RESOLVED, that the Articles of Incorporation
 21 of this Corporation be amended by adding thereto,
 22 after Paragraph Fifth thereof, the following:

23 Sixth: Upon the dissolution of this corpora-
 24 tion, the assets of the corporation shall be
 25 distributed as follows:

26 (a) All debts and obligations of the
 27 corporation shall first be paid or adequately
 28 provided for.

29 (b) Each member of the corporation, as
 30 of the date of dissolution, shall then be paid
 31 an amount equal to all payments theretofore made
 32 to the corporation under his Mutual Ownership

AVAKIAN & JOHNSTON

ATTORNEYS AT LAW

FINANCIAL CENTER BUILDING
 FIRST WESTERN BANK
 OAKLAND 12, CALIFORNIA

EX-100-12-1

Contract. If there are insufficient assets for such payments to be made in full, they shall be made in proportion to each member's equity as shown by the books of the corporation.

(c) Any remaining assets shall be donated to the State School Fund of the State of California.

This article may be amended only by resolution of the Board of Directors and the affirmative vote or written consent of at least 75% of the members of the corporation."

3. That 9 of the 11 directors of said corporation voted in favor of the said resolution.

4. That said corporation has 450 members; that 20% of said members, or 90 members, constitute a quorum; and that 249 members, constituting more than two-thirds of a quorum of the members of said corporation, have approved said resolution by written consent filed with the Secretary-Treasurer of said corporation. That the following is a copy of the form of the written consent so filed, to-wit:

"CONSENT TO AMENDMENT OF THE ARTICLES OF INCORPORATION
OF ATCHISON VILLAGE MUTUAL HOMES CORPORATION

We, the undersigned, members in good standing of Atchison Village Mutual Homes Corporation, entitled to vote, hereby consent to the amendment of the Articles of Incorporation of said corporation as provided in the following resolution which was duly adopted by the Board of Directors of said corporation at a special meeting on June 24, 1958:

"RESOLVED, that the Articles of Incorporation of this Corporation be amended by adding thereto, after Paragraph Fifth thereof, the following:

Sixth: Upon the dissolution of this corporation, the assets of the corporation shall be distributed as follows:

(a) All debts and obligations of the corporation shall first be paid or adequately provided for.

(b) Each member of the corporation, as of the date of dissolution, shall then be paid an amount equal to all payments theretofore made to the corporation under his Mutual Ownership Contract. If there are insufficient assets for such payments to be made in full, they shall be made in proportion to each member's equity as shown by the books of the corporation.

(c) Any remaining assets shall be donated to the State School Fund of the State of California.

This article may be amended only by resolution of the Board of Directors and the affirmative vote or written consent of at least 75% of the members of the corporation.'

Signature

Address

Date

5. That the total number of members entitled to consent to the adoption of said amendment is 450.

IN WITNESS WHEREOF, we have signed this Certificate and caused the seal of the corporation to be affixed, this 14 day of December, 1958.

ATCHISON VILLAGE MUTUAL HOMES
CORPORATION

By

Edward J. Callahan
President

By

Mary Whitworth
Secretary

STATE OF CALIFORNIA }
COUNTY OF CONTRA COSTA } ss.

EDWARD COLLINS and MARY WHITWORTH, whose names are signed to the above CERTIFICATE, being duly sworn, each for himself, deposes and says:

That the said EDWARD COLLINS is the president, and the said MARY WHITWORTH is the Secretary-Treasurer of ATCHISON VILLAGE MUTUAL HOMES CORPORATION, the corporation mentioned in the above CERTIFICATE; that they have read the above certificate, and the matters set forth therein are true of their own knowledge.

Edward Collins
President

Mary Whitworth
Secretary-Treasurer

Subscribed and sworn to before me this 18th day of December, 1958.

Denola W. Dorley
Notary Public in and for said County and State

My Commission Expires April 5, 1960

1 FILED
2 In the Office of the
3 of the State
MAR 25 1959
Raymond A. Martin
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1. That on the 4th day of March, 1959, at 7:30 p.m. on said day, at the office of the above-named corporation, Administration Building, Collins and Curry Streets, Richmond, County of Contra Costa, State of California, a meeting of the directors of the aforesaid corporation was duly held.

20 "RESOLVED: That the Articles of Incorporation of
21 this corporation be amended by adding thereto, after
paragraph Sixth thereof, the following:

27 "Eighth: Article Seventh of these Articles of In-
28 corporation may be amended only by resolution of the
29 Board of Directors and the affirmative vote or written
consent of at least two-thirds of the members of the
corporation."

32 4. That said corporation has 450 members; that 20% of

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ATTORNEYS AT LAW

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OAKLAND 12. CALIFORNIA

NOTES

1 said members, or 70 members, constitute a quorum; that 387 members,
2 constituting more than two-thirds of a quorum of the members of
3 said corporation, have approved said resolution by written con-
4 sent filed with the Secretary-Treasurer of said corporation.
5 That the following is a copy of the form of the written consent
6 so filed, to wit:

7 "CONSENT TO AMENDMENT OF THE ARTICLES OF
8 INCORPORATION OF ATCHISON VILLAGE MUTUAL HOMES CORPORATION

9 We, the undersigned, members in good standing of
10 Atchison Village Mutual Homes Corporation, entitled to vote,
11 hereby consent to the amendment of the Articles of Incorporation
12 of said corporation as provided in the following resolution
13 which was duly adopted by the board of directors of said
14 corporation at a special meeting on March 4, 1959:

15 'RESOLVED: That the Articles of Incorporation of
16 this corporation be amended by adding thereto, after
paragraph Sixth thereof, the following:

17 'Seventh: The corporation shall not sell, lease,
18 convey, exchange, transfer, or otherwise dispose of,
19 or hypothecate all or substantially all of its prop-
20 erty and assets except under authority of a resolu-
21 tion of its board of directors and with the approval
of the principal terms of the transaction and the
nature and amount of the consideration by vote or
written consent of two-thirds of the members of the
corporation.

22 'Eighth: Article Seventh of these Articles of In-
23 corporation may be amended only by resolution of the
24 Board of Directors and the affirmative vote or written
consent of at least two-thirds of the members of the
corporation.'

25 -----
26 Signature

Address

Date"

27
28 5. That the total number of members entitled to con-
29 sent to the adoption of said amendment is 450.
30

31 IN WITNESS WHEREOF, we have signed this Certificate
32 and caused the seal of the corporation to be affixed, this

AVAKIAN & JOHNSTON

ATTORNEYS AT LAW

FIRST WESTERN BANK
SAN FRANCISCO, CALIFORNIA

1 20th day of March, 1959.

2
3 ATCHISON VILLAGE MUTUAL HOMES
CORPORATION

4 By Edward Collins
5 EDWARD COLLINS, President

6 By Mary Whitworth
7 MARY WHITWORTH, Secretary-Treasurer

8
9
10 We, EDWARD COLLINS and MARY WHITWORTH, say:

11 We declare under penalty of perjury that the foregoing
12 is true and correct.

13 Executed on the 20th day of March, 1959, at Richmond,
14 California.

15
16 Edward Collins
17 EDWARD COLLINS

18 Mary Whitworth
19 MARY WHITWORTH

AVAKIAN & JOHNSTON

ATTORNEYS AT LAW

BUILDING

FIRST WESTERN
OAKLAND 12, CALIFORNIA

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