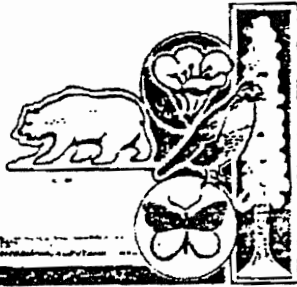


1482200



State  
of  
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
JUN 1 1930



*March Fong Eu*

Secretary of State

ARTICLES OF INCORPORATION

OF

RANCHO DEL MAR HOMEOWNERS ASSOCIATION

1482200

ENDORSED  
FILED

In the Office of the Secretary of State  
of the State of California

MAY 24 1990

ARTICLE I

MARCH FONG EU, Secretary of State

The name of this corporation is RANCHO DEL MAR HOMEOWNERS ASSOCIATION.

ARTICLE II

This corporation is a nonprofit mutual benefit corporation organized under the California 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. Specifically, this corporation will provide for management, administration, maintenance, preservation and architectural control of the living units, garages, exclusive use area and common area within that certain real property situated in the County of Riverside, State of California, described as:

Lot 1 of Tract 23160 as per map recorded,  
or to be recorded, in the Office of the  
Riverside County Recorder,

and will fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the Declaration of Covenants, Conditions and Restrictions recorded, or to be recorded with the Riverside County Recorder (the "Declaration") establishing a plan of condominium ownership for the above property and will promote the health, safety and welfare of all of its members who shall be owners of condominiums (as defined in the Declaration) within the above described property and any additions thereto which may be brought within the jurisdiction of this corporation for these purposes.

In addition, the Association may exercise the powers granted to a non-profit mutual benefit corporation in California Corporation Code Section 7140, California Code of Civil Procedure Section 374 and the Davis-Stirling Common Interest Development Act, Code Section 1350, et seq.

ARTICLE III

Notwithstanding any of the above statements of purposes and powers to the contrary, this corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

#### ARTICLE IV.

The name and address in this State of the corporation's initial agent for service of process is:

Nicholas E. Tavaglione  
3545 Central Ave. #200  
Riverside, Calif. 92506

#### ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any condominium which is subject by covenants of record to assessment by this corporation shall be a member of this corporation. The forgoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any condominium which is subject to assessment by this corporation.

#### ARTICLE VI

The Association shall have two classes of voting membership according to the following provisions:

Class A. Each Owner of a Unit other than Declarant shall be a Class A member and shall be entitled to one vote for each Unit owned.

Class B. Declarant shall be a Class B member. Class B membership entitles the holder to three (3) votes for each Unit owned. Class B membership shall be irreversibly converted to Class A membership on the first to occur of the following:

A. The total outstanding votes held by Class A members equal the total outstanding votes held by the Class B member.

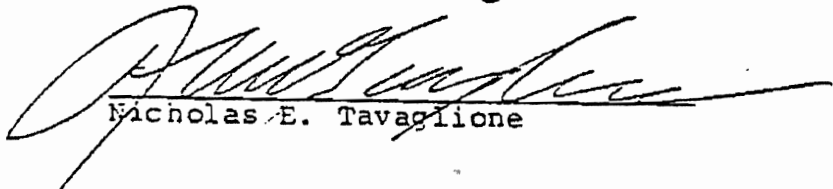
B. Two (2) years from the date of the original issuance of the subdivision public report for the Project.

#### ARTICLE VII

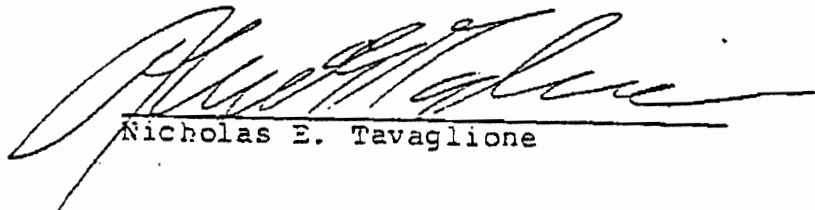
Amendment to these Articles of Incorporation shall require (a) the assent (by vote or written consent) of members representing seventy-five percent (75%) or more of the voting power of each class of members of this corporation, together with (b) a resolution to amend adopted by at least a bare majority of the Board of Directors; provided, however, that after conversion

of the Class B membership to Class A membership, amendment to these Articles of Incorporation shall require (i) the assent (by vote or written consent) of (1) seventy-five percent (75%) or more of the total voting power of members of this corporation, and (2) seventy-five percent (75%) or more of the voting power of members of this corporation other than Declarant (as defined in the Declaration), and (ii) a resolution to amend adopted by at least a bare majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8 day of May, 1990.

  
Nicholas E. Tavaglione

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
Nicholas E. Tavaglione

STATE OF CALIFORNIA }  
COUNTY OF  Riverside  } ss.

On  May 8, 1990  before me,  
the undersigned, a Notary Public in and for said County and  
State, personally appeared  
 Nicholas E. Tavaglione

\_\_\_\_\_ personally known to me  
(or proved to me on the basis of satisfactory evidence) to be the  
person \_\_\_\_\_ whose name \_\_\_\_\_ subscribed to the within  
instrument and acknowledged that \_\_\_\_\_ executed the  
same.

Signature  Linda L. Johnson



**WTC** WORLD TITLE COMPANY

FOR NOTARY SEAL OR STAMP