

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

MAY 10 1988



March Fong Eu

Secretary of State

1435828

ARTICLES OF INCORPORATION
OF
CALIFORNIA SUNSET
HOMEOWNERS ASSOCIATION

ENDORSED
FILED

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

MAY 4 1988

ARTICLE I

MARCH FONG EU, Secretary of State

NAME

1.1 The name of this corporation is CALIFORNIA SUNSET HOMEOWNERS ASSOCIATION.

ARTICLE II

PURPOSES

2.1 This corporation is a nonprofit, mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law.

2.2 The specific purpose for which this corporation is formed is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended, and of Section 23701(t) of the California Revenue and Taxation Code, as amended, for that certain residential planned development known as "California Sunset," located in the unincorporated territory of the County of Riverside, State of California.

2.3 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 purpose of this corporation.

2.4 The corporation shall have and exercise all the powers granted to a nonprofit, mutual benefit corporation, enumerated in Section 7140 of the California Corporations Code, as same may be amended, from time to time. In addition, the corporation may exercise the powers granted to an association by Section

374 of the California Code of Civil Procedure and the applicable provisions of Sections 1350 through 1372, inclusive, of the California Civil Code, as same may be amended, from time to time.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

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

William R. Cardon
c/o Kaufman & Broad of Southern
California, Inc.
12520 High Bluff Drive
Suite 120
San Diego, California 92130

ARTICLE IV

DIRECTORS

4.1 The names and addresses of the persons who are appointed as first Directors of this corporation are:

WILLIAM R. CARDON	12520 High Bluff Drive Suite 120 San Diego, California 92130
BRIAN J. MILICH	12520 High Bluff Drive Suite 120 San Diego, California 92130
DEAN MEYER	12520 High Bluff Drive Suite 120 San Diego, California 92130
JERRY WILLIAMS	12520 High Bluff Drive Suite 120 San Diego, California 92130
MELISSA MOHR	12520 High Bluff Drive Suite 120 San Diego, California 92130

The Directors designated above, or any Directors selected prior to the first election of Directors by the Members of this corporation, shall act as such only until such first election. The number of Directors of this corporation shall be set forth in the By-Laws of this corporation and such number may be changed by amendment to such By-Laws.

ARTICLE V

AMENDMENTS

5.1 So long as the two-class voting structure provided for in the By-Laws shall remain in effect, these Articles may be amended only by the vote or written assent of fifty-one percent (51%) of the voting power of each class of Members and fifty-one percent (51%) of the members of the Board of Directors. At such time as the Class B membership shall cease and be converted to Class A membership, as set forth in the By-Laws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

(a) Fifty-one percent (51%) of the voting power of the corporation;


(b) Fifty-one percent (51%) of the votes of Members, other than the Declarant (as defined in the Declaration); and

(c) Fifty-one percent (51%) of the members of the Board of Directors.


Notwithstanding the foregoing, the percentage of a quorum of the Members, or of the Members other than the Declarant, necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

IN WITNESS WHEREOF, the undersigned, constituting all


of the first Directors, have executed these Articles of Incorporation this 28th day of April, 1988.




WILLIAM R. CARDON



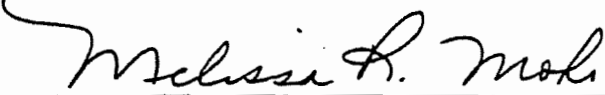
BRIAN J. MILICH



DEAN MEYER

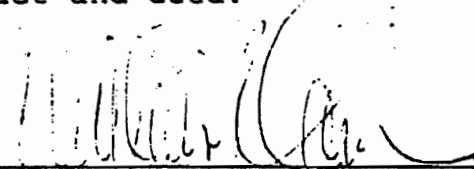


JERRY WILLIAMS

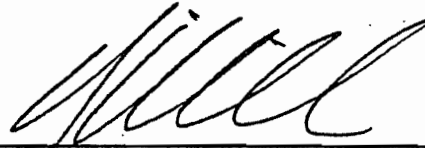


MELISSA MOHR


We declare that we are the persons who executed the above Articles of Incorporation, and that this instrument is our act and deed.



WILLIAM R. CARDON



BRIAN J. MILICH



DEAN MEYER



JERRY WILLIAMS



MELISSA MOHR

