

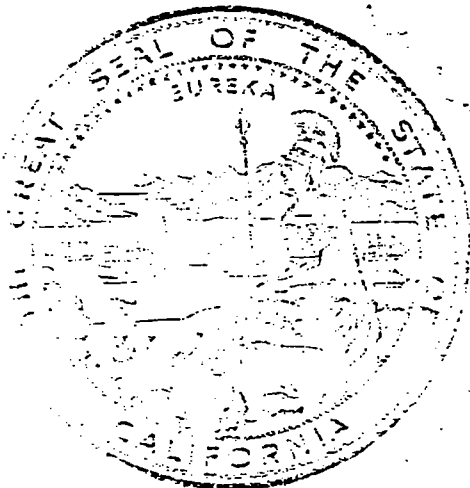
State
of
California
OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the 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

SEP 13 1983



March Fong Eu

Secretary of State

ENDORSED
FILEDIn the office of the Secretary of State
of the State of California

SEP 18 1983

ARTICLES OF INCORPORATION
OF
SUNNYMEAD RANCH PLANNED COMMUNITY ASSOCIATIONMARCH 20 1983
Ed. Secretary of State
Carmelle M. Goy
Deputy

ONE: The name of this corporation ("Master Association" herein) is SUNNYMEAD RANCH PLANNED COMMUNITY ASSOCIATION.

TWO: 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 the Nonprofit Mutual Benefit Corporation Law.

THREE: The Master Association's initial agent for service of process is Donald L. Williamson, whose business address is 4000 MacArthur Boulevard, Suite 3500, Newport Beach, California 92660.

FOUR: The Master Association shall have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, provided that the Master Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the following purposes of the Master Association:

(a) To bring about civic betterments and social improvements by providing for the preservation, management, maintenance, and care of the architecture and appearance of a planned residential development known as Sunnymead Ranch ("Properties"), located in the County of Riverside, State of California.

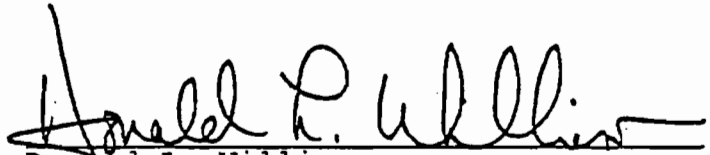
(b) To promote the common good, health, safety, and general welfare of all of the residents within the Properties.

(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association arising from that certain Master Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Sunnymead Ranch (the "Master Declaration") recorded or to be recorded with the Riverside County Recorder and applicable to the Properties, as such Master Declaration may be amended from time to time.

FIVE: The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in

the Bylaws. Amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Association, and (ii) Members representing seventy-five percent (75%) or more of the voting power of each class of Members; provided, however, that after conversion of the Class B membership to Class A membership, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (a) a bare majority of the Board of Directors of the Association, (b) seventy-five percent (75%) or more of the total voting power of the Members and (c) seventy-five percent (75%) or more of the voting power of the Members other than Declarant.

The undersigned, who is the incorporator of the Master Association, has executed these Articles of Incorporation on SEPTEMBER 10, 1983.


Donald L. Williamson

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


Donald L. Williamson