

2259400



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

AUG 31 2000



Bill Jones
Secretary of State

2259400

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG 29 2000

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION
OF
VINTAGE COMMUNITY ASSOCIATION**

**ARTICLE I.
NAME**

The name of this corporation is Vintage Community Association (the "Corporation").

**ARTICLE II.
NONPROFIT MUTUAL BENEFIT CORPORATION**

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.

**ARTICLE III.
SPECIFIC PURPOSE OF CORPORATION**

The specific purpose of this Corporation is to provide for the administration, maintenance, preservation and architectural control (pursuant to the Davis-Stirling Common Interest Development Act, California Civil Code Section 1350, *et seq.*) of the subdivision commonly known as Vintage Community (the "Subdivision") located in the County of Riverside, State of California, and to further promote the interests and welfare of the Owners of Lots in such Subdivision.

**ARTICLE IV.
MEMBERSHIP**

This Corporation shall have no capital stock and shares therein shall not be issued. This Corporation shall have two classes of Members, the qualifications for each of which shall be those prescribed in this Corporation's Bylaws. The interest of each Member may be evidenced by a certificate or other written documentation issued by this Corporation under terms to be fixed by its Bylaws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges or liabilities of membership.

**ARTICLE V.
POWERS**

This Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Corporation be distributed to, or inure to the benefit of, any Member, Director or Officer of this Corporation or other private individual, either directly or

indirectly, except upon winding up and dissolution. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of this Corporation, the remaining assets may be distributed to the Members of this Corporation in accordance with such Member's relative interests in the Subdivision as provided in that certain Declaration of Covenants, Conditions and Restrictions (Vintage Community Association) (the "**Declaration**"). Notwithstanding the foregoing, without the approval of 100% of the Members, so long as there is any common area for which this Corporation is obligated to provide management, maintenance, preservation or control:

- (a) This Corporation or any person acting on its behalf shall not:
 - (1) Transfer all or substantially all of its assets; or
 - (2) File a certificate of dissolution; and
- (b) No court shall enter an order declaring this Corporation duly wound up and dissolved.

**ARTICLE VI.
PRINCIPAL OFFICE AND INITIAL AGENT**

The name and address in this state of this Corporation's initial agent for service of process is:

Michael J. Lutz
8577 Haven Avenue, Suite 201
Rancho Cucamonga, California 91730

The address of the corporate office of the Corporation is:

8577 Haven Avenue, Suite 201
Rancho Cucamonga, California 91730

The Subdivision is located as follows:

Nearest cross streets:	Redhawk Parkway and Nighthawk Pass
County:	Riverside County
Zip code (nine-digit):	92592-0000

**ARTICLE VII.
MANAGING AGENT**

The name and address of this Corporation's initial managing agent is:

Michael J. Lutz
8577 Haven Avenue, Suite 201
Rancho Cucamonga, California 91730

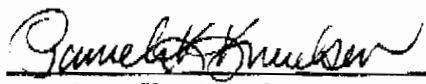
**ARTICLE VIII.
AMENDMENT**

Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the State of California, these Articles may be amended by the vote or written assent of the majority of the Owners, and by the vote or written assent of at least a majority of the Board of Directors.

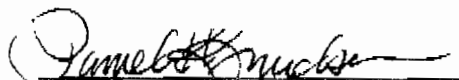
**ARTICLE IX.
LIMITATION OF POWERS**

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.

Dated: August 25, 2000


Pamela K. Knudsen, Incorporator

I declare that I am the person who executed the above Articles of Incorporation and that this instrument is my act and deed.


Pamela K. Knudsen, Incorporator

