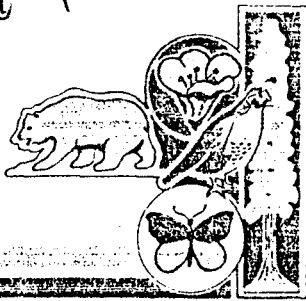


#69



# 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 19 1987



*March Fong Eu*

Secretary of State

1407551

RECORDED  
FILED

in the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION  
OF

THE VILLAS AT RANCHO VIA VERDE HOMEOWNERS ASSOCIATION

MAY 18 1987

ONE: The name of this corporation ("Association" herein) is THE VILLAS AT RANCHO VIA VERDE HOMEOWNERS ASSOCIATION.

MARCH FONG EU, Secretary of State

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 such law.

THREE: The Association's initial agent for service of process is Kaz Katayama, whose business address is 777 South Main Street, Suite 106, Orange, California 92668.

FOUR: The 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 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 Association:

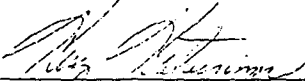
(a) To bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a planned residential development known as The Villas at Rancho Via Verde ("Project"), located in the City of San Dimas, County of Los Angeles, State of California.

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

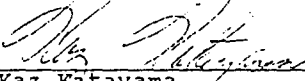
(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for The Villas at Rancho Via Verde (the "Declaration") recorded or to be recorded with the Los Angeles County Recorder and applicable to the Project, as such 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. So long as there are two classes of Membership, 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. 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 (i) a bare majority of the Board of Directors of the Association, (ii) Members representing seventy-five percent (75%) or more of the total voting power of the Members, and (iii) Members representing seventy-five percent (75%) or more of the voting power of the Members other than the Subdivider of the Project ("Declarant").

The undersigned, who is the incorporator of the  
Association, has executed these Articles of Incorporation on  
May 14, 1987.

  
Kaz Katayama

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

  
Kaz Katayama

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