

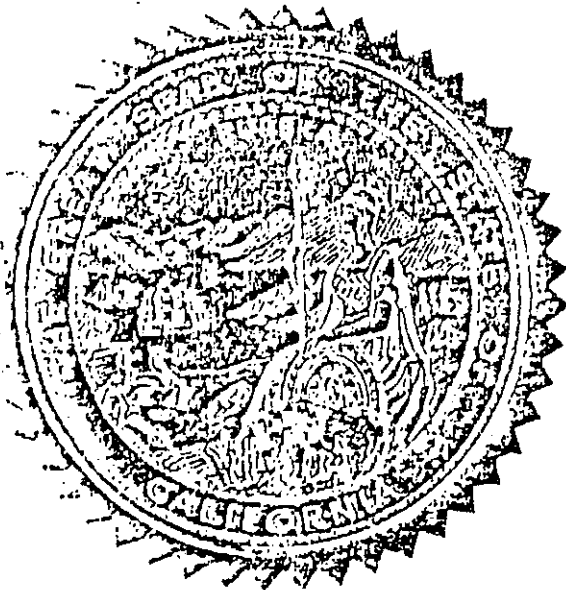
State
of
California

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
JUN 14 1978



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
F
ARTICLES OF INCORPORATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUN 10 1976
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

SYD CARNINE and STANLEY SOLOMON certify:

1. That they are the president and the secretary, respectively, of AEGEAN HEIGHTS HOMEOWNERS ASSOCIATION, a California corporation.

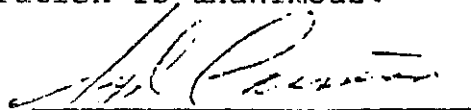
2. That the Board of Directors of said corporation, by written consent dated October 26, 1973, have adopted the following resolution:

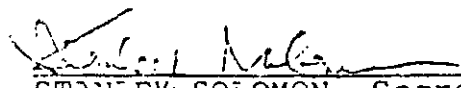
RESOLVED, that Article Sixth (a) of the Articles of Incorporation of the Association be amended to read in full as follows:

SIXTH: (a) The number of Directors of the Association shall be five (5).

3. That the sole member of the corporation has adopted said amendment by written consent dated October 25, 1973. That the wording of the amended Article, as set forth in the member's written consent is the same as that set forth in the Directors' resolution in Paragraph 2 above.

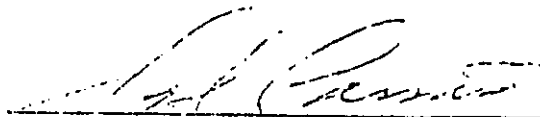
4. That the number of members who voted affirmatively for the adoption of said resolution is unanimous.


SYD CARNINE, President

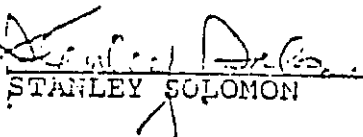

STANLEY SOLOMON, Secretary

Each of the undersigned declares under penalty of

perjury that the matters set forth in the foregoing certificate
are true and correct. Executed at Mission Vieja,
California, on May 12, 1976.



SYD CARNINE



STANLEY SOLOMON

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, 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

OCT 29 1973

Edmund G. Brown Jr.

Secretary of State

692000

ENDORSED
FILED

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

OCT 25 1973

EDMUND G. BROWN, Secretary of State
By BILL HOLDEN
Deputy

ARTICLES OF INCORPORATION

OF

AEGEAN HEIGHTS HOMEOWNERS ASSOCIATION

FIRST: The name of this corporation (hereinafter referred to as the "Association"), is AEGEAN HEIGHTS HOMEOWNERS ASSOCIATION.

SECOND: That the purposes for which the Association is formed are:

(a) The specific and primary purposes for which the Association is formed are to provide for the maintenance, preservation, and architectural control of the planned unit development located in the State of California, County of Orange, as shown on that certain Tract Map No. 8071, Orange County, California, and any additional land within Tentative Tract No. 7799 annexed thereto pursuant to the terms of the Declaration.

(b) The general purposes and powers are:

(1) To promote the health, safety, and welfare of the residents within the above-described property;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from any Declaration, covenant or restriction applicable

to the above-described property;

(3) To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or government charges levied or imposed against the property of the Association;

(4) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(5) To borrow money and, with the assent (by vote or written consent) of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) To have and to exercise any and all powers, rights, and privileges which a corporation organized under the General Nonprofit Cor-

poration Law of the State of California by law may now or hereafter have or exercise;

(7) To act in the capacity of principal, agent, joint venturer, or partner, or otherwise;

(8) Dedicate, sell, or transfer all of or any part of the Common Area to any public agency, authority, or utility, for such purposes, and subject to such conditions, as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer; and

(9) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any merger, consolidation, or such annexation shall have the assent by vote of two-thirds (2/3) of each class of members, or by the written consent of all of the members.

The foregoing statement of purposes shall be construed as a statement both of purposes and powers, and purposes and powers in each clause shall be in no wise limited or restricted by reference to or inference from the terms or

provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

THIRD: That this corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California, and does not contemplate pecuniary gain or profit to the members thereof, and it is organized for nonprofit purposes.

FOURTH: That the County in this State where the principal office for the transaction of the business of the Association is located is the County of Orange.

FIFTH: That the authorized number and qualification of members of the Association, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments, and the method of collection thereof, shall be as set forth in the Bylaws of the Association.

SIXTH: (a) The number of Directors of the Association shall be three (3).

(b) The names and addresses of the persons who are to act in the capacity of first Directors until

the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
A. L. Leyva	17759 East Valley Boulevard La Puente, California 91747
Syd Carnine	17759 East Valley Boulevard La Puente, California 91747
Stanley Solomon	17759 East Valley Boulevard La Puente, California 91747

(c) The Directors shall serve without compensation, and no Director shall receive any pecuniary benefit as a direct result of being a Director of the Association.

(d) The powers of the Association shall be exercised, its property controlled, and its affairs conducted, by the Board of Directors, except as set forth in the Bylaws.

SEVENTH: That the Association is not organized, nor shall it be operated for, pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, and it is organized solely for nonprofit purposes.

EIGHTH: Neither the Directors nor the members of the Association shall be personally liable for the debts, liabilities, or obligations of the Association.

NINTH: Upon the winding up and dissolution of the

Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code; if the Association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the Association's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

TENTH: Notwithstanding any other provision in these Articles of Incorporation, the Association shall be subject to the following limitations and restrictions:

(a) The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b) The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

(c) The Association shall not retain any excess business holdings as defined in Section 4943(c) of the

a Notary Public in and for said State, personally appeared
A. L. LEYVA, SYD CARNINE, and STANLEY SOLOMON, known to me to
be the persons whose names are subscribed to the within instru-
ment, and acknowledged to me that they executed the same.

W. A. Barnes

[SEAL]

