

State of California

SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

I, *TONY MILLER*, Acting 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

DEC 1 - 1994



Tony Miller

Acting Secretary of State

ARTICLES OF INCORPORATION
OF
LOS SERRANOS RANCH COMMUNITY ASSOCIATION

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

NOV 30 1994

ARTICLE 1

NAME

TONY MILLER
Acting Secretary of State

1.1 The name of this corporation is LOS SERRANOS RANCH COMMUNITY ASSOCIATION ("Association").

ARTICLE 2

PURPOSES

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

2.2 The specific and primary purposes for which the Association is formed are to provide for the acquisition, management, administration, maintenance, preservation and architectural control of that certain common interest development known as "Los Serranos Ranch" ("Project"), located in the City of Chino Hills, County of San Bernardino, State of California, and to promote the health, safety and welfare of all residents within the Project, according to that certain "Declaration of Covenants, Conditions and Restrictions, and Reservation of Easements for Los Serranos Ranch" ("Declaration") recorded, or to be recorded, in the Official Records of San Bernardino County, California, as such Declaration may be amended, from time to time.

2.3 The Association is intended to qualify as a homeowners association under the applicable provisions of the Internal Revenue Code and of the Revenue and Taxation Code of California. No part of the net earnings of this Association shall inure to the benefit of any Member or individual, other than by acquiring, constructing or providing management, maintenance and care of real and personal property owned or controlled by the Association, and other than by a rebate of excess assessments or fees.

2.4 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 specific purpose of the Association.

ARTICLE 3

AGENT FOR SERVICE OF PROCESS

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

Mr. Thomas F. Grojean, Jr.
c/o Kaufman and Broad of Southern
California, Inc.
180 North Riverview Drive, Suite 300
Anaheim, California 92808

ARTICLE 4

CLASSES OF MEMBERSHIP

4.1 The classes of membership, voting rights and other rights and privileges of Members of the Association shall be as set forth in the By-Laws of the Association and in the Declaration.

ARTICLE 5

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 sixty-seven percent (67%) of the voting power of each class of Members and sixty-seven percent (67%) 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) Sixty-seven percent (67%) of the voting power of the Association;

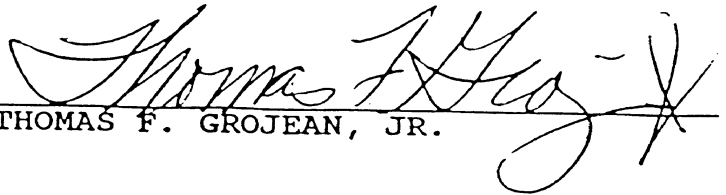
(b) Sixty-seven percent (67%) of the votes of Members, other than the Declarant (as defined in the Declaration); and

(c) A majority 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 has executed these Articles of Incorporation this 14th day of NOVEMBER, 1994.


THOMAS F. GROJEAN, JR.

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


THOMAS F. GROJEAN, JR.