



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 10 1906



March Fong Eu

Secretary of State

1385310
ENDORSED
FILED
in the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
NIGUEL POINTE HOMEOWNERS ASSOCIATION

SEP 8 1966

MARCH FONG EU, Secretary of State

ONE: The name of this corporation ("Association" herein) is NIGUEL POINTE HOMEOWNERS 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 such law.

THREE: The Association's initial agent for service of process is James A. Highland, whose business address is 17911 Mitchell Avenue, Irvine, California 92714.

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 residential condominium project known as Niguel Pointe ("Project"), located in the unincorporated area of Orange County, 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 Niguel Pointe (the "Declaration") recorded or to be recorded with the Orange 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) 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").

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6. Bylaws.

RESOLVED, that the form of Bylaws presented to and reviewed by this Board of Directors be, and the same hereby are, adopted as the Bylaws for the Association.

7. Declaration.

RESOLVED, that the Board of Directors, on behalf of the Association, adopts and accepts the obligations of the Association as set forth in the Declaration.

8. Corporate Seal.

RESOLVED, that the Association adopt, and there is hereby adopted, a Seal of the Association bearing the name of the Association and the date of its incorporation.

9. Principal Office Location.

RESOLVED, that Orange County be, and the same hereby is, designated and fixed as the County in which the principal office for the transaction of business of the Association shall be located, until changed by a subsequent resolution of this Board; and

RESOLVED FURTHER, that the principal office for the transaction of the business of the Association, until changed by a subsequent resolution of this Board, shall be 17911 Mitchell Avenue, Irvine, California 92714.

10. Department of Real Estate.

RESOLVED, that any officer, acting alone, be and hereby is, authorized to execute the Instructions to Escrow Depository and other documents, on behalf of the Association, as required by the California Department of Real Estate in connection with the issuance of any Final Subdivision Public Report covering the property administered by the Association.

11. Insurance.

RESOLVED, that the officers be, and hereby are, on behalf of the Association, authorized to obtain from an insurance agency such insurance and fidelity bonds as are required by the Declaration.

12. Certified Public Accountant.

RESOLVED, that the officers be, and hereby are, on behalf of the Association, authorized to designate a Certified Public Accountant as the accountant for the Association.

13. Committees.

RESOLVED, that the officers be, and hereby are, on behalf of the Association, authorized to designate Committees as necessary to carry out the obligations of the Association.

14. Membership Book.

RESOLVED, that the officers be, and hereby are, on behalf of the Association, authorized and directed to maintain a Membership Book of the names of owners and mortgagees.

15. Record of Affairs.

RESOLVED, that the officers be, and hereby are, on behalf of the Association, authorized and directed to keep, or cause to be kept, a complete record of all acts and corporate affairs of the Association.

16. Budget.

RESOLVED, that the Board of Directors, on behalf of the Association, adopts and accepts the budget of the Association as on file with the California Department of Real Estate; and

RESOLVED FURTHER, that the Board of Directors, on behalf of the Association, establishes the Annual Assessment against each home in the amount as set forth in the Budget; and

RESOLVED FURTHER, that the officers be, and hereby are, on behalf of the Association, authorized and directed to collect annual assessments on a monthly basis.

17. Exemption from Taxes.

RESOLVED, that the Board of Directors be, and hereby are, on behalf of the Association, authorized to consult with legal counsel and a certified public accountant to ascertain the availability and desirability of exemptions from taxation under the federal and state tax codes, and if such are available and deemed desirable by the officers, the officers are authorized and directed to execute and file all necessary applications for exemptions from such tax with the appropriate state and federal tax authorities, and to pay necessary filing fees.

18. Rules and Regulations.

RESOLVED, that the Board of Directors be, and hereby are, on behalf of the Association, authorized to adopt such Rules and Regulations as the Board may deem necessary for the management of the Association's affairs.

19. Maintenance.

RESOLVED, that the officers be, and hereby are, on behalf of the Association, authorized to contract for and pay for maintenance, gardening, and common utilities services, and for materials and supplies and other Common Expenses relating to the Common Property.

20. Managing Agent.

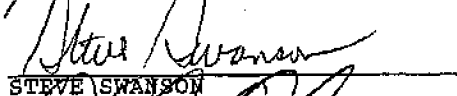
RESOLVED, that the Board of Directors be, and hereby are, on behalf of the Association, authorized to engage a professional Manager for the Association at a compensation established by the Board to perform such duties and services as the Board shall authorize.

This Consent shall be filed with the Secretary of NIGUEL POINTE HOMEOWNERS ASSOCIATION, who is hereby instructed to insert it in the Minute Book of the Association.

DATED: September 8, 1986



JAMES A. HIGHLAND



STEVE SWANSON



DEBBIE OLIVE



RICHARD HAMM

DIRECTORS

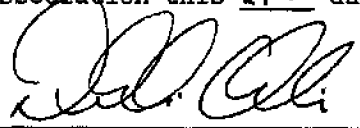
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of NIGUEL POINTE HOMEOWNERS ASSOCIATION, a California nonprofit corporation ("Association"); and

2. The foregoing Bylaws comprising 22 pages including this page constitute the Bylaws of the Association duly adopted by Consent of Directors in Lieu of First Meeting dated September 8, 1986.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and affixed the seal of the Association this 29TH day of JANUARY, 1986.



Secretary

(SEAL)

CONSENT OF DIRECTORS
IN LIEU OF FIRST MEETING OF
NIGUEL POINTE HOMEOWNERS ASSOCIATION

The undersigned, being all of the members of the Board of Directors, do hereby dispense with the formality of the first meeting of Directors and do, by signing their names below, consent to the actions, hereinafter set forth, taken or to be taken by NIGUEL POINTE HOMEOWNERS ASSOCIATION:

1. Vacancy on the Board.

RESOLVED, that one (1) position on the Board of Directors remain vacant until the first annual meeting of members at which time a new Board composed of five (5) Directors will be elected.

2. Appointment of Officers.

RESOLVED, that the following persons be, and they hereby are, duly appointed to the offices set opposite their name:

| | |
|-------------------|----------------|
| STEVE SWANSON | President |
| JAMES A. HIGHLAND | Vice President |
| DEBBIE OLIVE | Secretary |
| DEBBIE OLIVE | Treasurer |

3. Appointment of Architectural Committee.

RESOLVED, that pursuant to the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements governing the Association, the Architectural Committee shall consist of three (3) members approved by the Declarant under the Declaration, for a term not to exceed that provided for in the Declaration. The members are:

RICHARD HAMM
STEVE SWANSON
DEBBIE OLIVE

4. Agent for Service of Process.

RESOLVED, that the Agent for Service of Process on behalf of the Association is James A. Highland.

5. Accounting Year.

RESOLVED, that the Association adopt an accounting year as follows:

Date Accounting Year Begins: September 1
Date Accounting Year Ends: August 31

ACTION TAKEN BY INCORPORATOR
OF
NIGUEL POINTE HOMEOWNERS ASSOCIATION

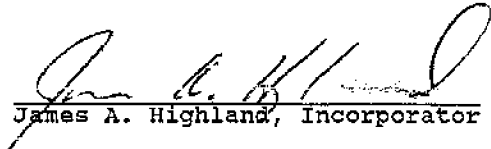
Mr. James A. Highland, the incorporator of NIGUEL POINTE HOMEOWNERS ASSOCIATION (the "Association"), hereby takes the following action pursuant to Section 7134 of the California Corporations Code.

ELECTION OF DIRECTORS


The following persons are hereby elected to serve as Directors of the Association:

JAMES A. HIGHLAND
STEVE SWANSON
DEBBIE OLIVE
RICHARD HAMM

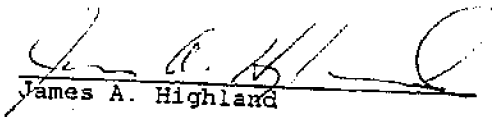
The undersigned incorporator of the Association takes the foregoing action this 8th day of September, 1986.


James A. Highland, Incorporator

The undersigned, who is the incorporator of the Association, has executed these Articles of Incorporation on September 5, 1986.


James A. Highland

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


James A. Highland