



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

NOV 17 1962



March Fong Eu

Secretary of State

1162616
ARTICLES OF INCORPORATION
OF
BEAR CREEK MASTER ASSOCIATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
NOV 17 1982

MARCH FONG EU, Secretary of State
Carmelle M. Guy
Deputy

ARTICLE I

NAME

The name of this corporation shall be BEAR CREEK MASTER ASSOCIATION.

ARTICLE II

PURPOSES

(a) This corporation is a nonprofit mutual benefit corporation organized pursuant to the Nonprofit Mutual Benefit Corporation Law of the State of California. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law.

(b) The specific and primary purpose for which this corporation is formed is to provide community services and facilities, or contract for the provision thereof, for the general use, benefit and welfare of the owners of residential lots situated within that certain real property in the County of Riverside, California, described as Tract No. 14854-1, known as BEAR CREEK. 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.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

The name and address of the initial agent of this corporation for service of process are as follows:

Carol E. Wilson
28636 Front St. Ste E-1
Temecula, CA 92390

ARTICLE IV

DIRECTORS

(a) The names and addresses of the persons who are appointed as first directors of this corporation are as follows:

<u>Robert H. Reed</u>	<u>890 LaMirada</u> <u>Laguna Beach, CA</u>
<u>Carol E. Wilson</u>	<u>34912 Calle Fortuna</u> <u>Capistrano Beach, CA</u>
<u>Thomas C. Harden</u>	<u>6633 Avenida de las Pascas</u> <u>La Jolla, CA</u>
<u>Dennis G. Tyler</u>	<u>4000 MacArthur Boulevard</u> <u>Newport Beach, CA 92630</u>
<u>N. Cris Prince</u>	<u>4000 MacArthur Boulevard</u> <u>Newport Beach, CA 92630</u>

(b) Said directors, or any directors selected prior to the first annual election of the members of this corporation, shall act as such only until said first annual election, at which time the continuance of said directors, or any thereof, or the selection of any new director or directors, shall be determined in accordance with the By-Laws.

(c) The number of directors of this corporation shall be set forth in the By-Laws of this corporation, and such number may be changed by amendment to the By-Laws.

ARTICLE V

BY-LAWS

The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of the two (2) classes of membership, shall be as set forth in the By-Laws of this corporation. The provisions for the elections and the term of office of the Board of Directors, and for the adoption, approval, and use by this corporation of membership certificates setting forth thereon the rights and privileges of said members, shall also be as set forth in the By-Laws of this corporation.

ARTICLE VI

DISSOLUTION

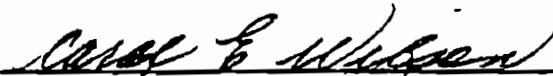
Upon dissolution of this corporation, the net assets, remaining after satisfaction of all just debts and obligations of the corporation, shall not inure to the benefit of the members of the corporation, but shall be distributed to any other nonprofit corporation organized for purposes similar to this corporation or to a city, county or other public agency with the intent of carrying out the purposes of this corporation.


ARTICLE VII

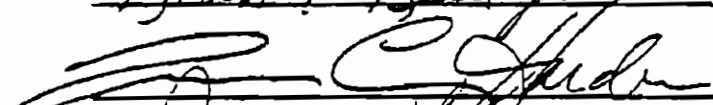
AMENDMENT OF ARTICLES


Amendment of these Articles shall require the vote or written consent of (i) a majority of the Members of the Board of Directors; and (ii) a majority of the voting power of the corporation; and (iii) a majority of the voting power of members of this corporation other than the Declarant provided, however, if the two-class voting structure is still in effect as provided in the By-Laws of this corporation these Articles may not be amended without the vote or written assent of a majority of each class of membership.


IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the incorporators and first directors, have executed these Articles of Incorporation this _____ day of _____, 1982.











We declare that we are the persons who executed the above Articles of Incorporation, and that this instrument is our act and deed.

James E. Wilson

Robert H. Reed

Wm. C. Hodge

Wm. H. H.

Wm. H. H.

Wm. H. H.