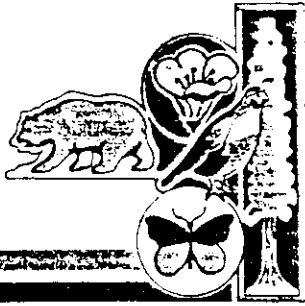


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State  
of  
California

OFFICE OF THE SECRETARY OF STATE

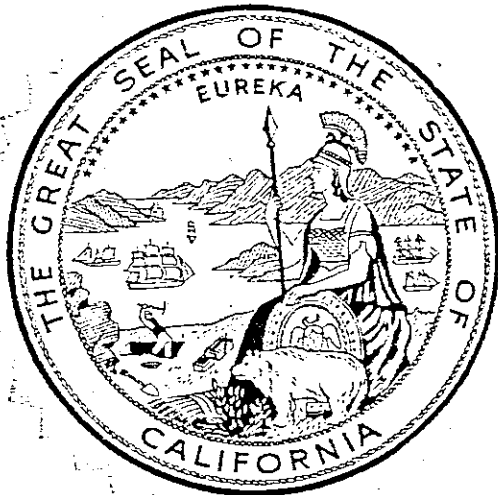
CORPORATION DIVISION

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

MAR 30 1993



*March Fong Eu*

Secretary of State

1546206

ENDORSED  
FILED

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

OCT 31 1985

MARION FONG EL, Secretary of State

ARTICLES OF INCORPORATION  
OF  
THE VILLAGES OF RANCHO DEL ORO  
ASSOCIATION, INC.

ARTICLE 1

The name of this corporation is THE VILLAGES OF RANCHO DEL ORO ASSOCIATION, INC. (hereinafter referred to as the "Master Association").

ARTICLE 2

A. 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.

B. The specific and primary purposes of the Master Association is to (i) act as a "management body" for the preservation, maintenance, improvement and architectural control of a planned residential development project known as The Villages of Rancho Del Oro ("the Master Project") located in the City of Oceanside, County of San Diego, State of California, (ii) promote the health, safety and welfare of all of its members and (iii) exercise all of the powers and privileges and perform all of the duties and obligations of the Master Association as set forth in the Master Declaration of Covenants, Conditions and Restrictions for The Villages of Rancho Del Oro (the "Master Declaration") recorded or to be recorded in the Office of the County Recorder of San Diego County, California. The Master Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purpose of the Master Association.

C. The Master Association may also exercise the powers granted to a nonprofit mutual benefit corporation enumerated in Section 7140 of the California Corporations Code, except as expressly limited by the Master Declaration, the Bylaws of the Master Association or these Articles of Incorporation. In addition, the Master Association may exercise the powers granted to an association by Section 374 of the California Code of Civil Procedure and the powers granted to an association in the Davis-Stirling Common Interest Development Act (California Civil Code Section 1350, et seq.).

ARTICLE 3

The name and address in the State of California of the corporation's initial agent for service of process is: Collins-Rancho Del Oro Company,

ARTICLE 4

The names and addresses of the persons who are appointed to act as the first directors of the Master Association are:

<u>Name</u>	<u>Address</u>
Mr. Eugene Geritz	Suite 118 11750 Sorrento Valley Road San Diego, CA 92121-1085
Mr. Ronald Sigler	Suite 118 11750 Sorrento Valley Road San Diego, CA 92121-1085
Mr. Robert Stine	Suite 209 11750 Sorrento Valley Road San Diego, CA 92121-1085
Mr. Thomas Noon	9845 Erma Road San Diego, CA 92131
Mr. William Tribolet	Suite 209 11750 Sorrento Valley Road San Diego, CA 92121-1085

ARTICLE 5

As used in these Articles of Incorporation, "Developer" shall mean the subdivider of the Master Project and any successor in interest of the subdivider.

ARTICLE 6

The classes of membership and the voting and other rights and privileges of members of the Master Association shall be as set forth in the Bylaws of the Master Association and the Master Declaration.

ARTICLE 7

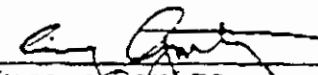
On the dissolution or winding up of the Master Association, the assets of the Master Association remaining after payment, or provision for payment, of all debts and liabilities of the Master

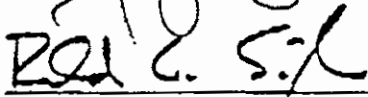
Association, shall be distributed to the members of the Master Association in accordance with their respective rights and interests therein.

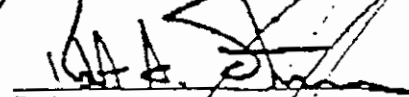
ARTICLE 8

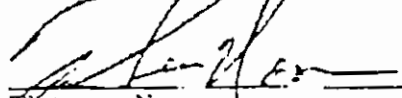
Amendments to these Articles of Incorporation may only be adopted by a vote of a majority of the directors of the Master Association and (i) by a vote or written ballot of members of the Master Association entitled to exercise a majority of the voting power in each of the two voting classes of the Master Association or (ii) upon cessation of one of the two voting classes, by a vote or written ballot of members entitled to exercise a majority of the voting power in the remaining voting class, provided that said vote or written ballot shall include a majority of the votes that can be cast by members other than Developer. Amendments shall be reflected in the book containing the original Articles of Incorporation. Upon the adoption of an amendment, the secretary of the Master Association shall file a certificate of amendment or restated Articles of Incorporation pursuant to California Corporations Code section 7814 or 7819, as applicable.

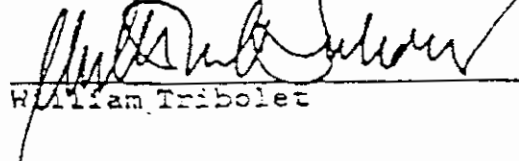
IN WITNESS WHEREOF, the undersigned, constituting the incorporator(s) of the Master Association and being the persons named hereinabove as the first directors of the Master Association, have executed these Articles of Incorporation this 17 day of October, 1985.

  
Eugene Geritz

  
Ronald Sigler

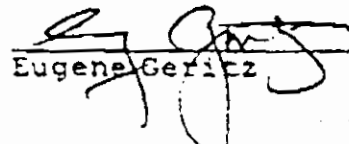
  
Robert Stine

  
Thomas Noon

  
William Tribolet

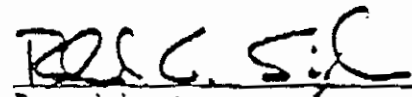
I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The Villages of Rancho Del Oro Association, Inc., which execution is my act and deed.

Executed on this 17 day of October, 1986, at San Diego, California.

  
Eugene Geritz

I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The Villages of Rancho Del Oro Association, Inc., which execution is my act and deed.

Executed on this 21 day of October, 1986, at San Diego, California.

  
Ronald Sigler

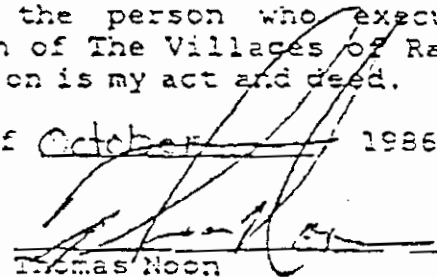
I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The Villages of Rancho Del Oro Association, Inc., which execution is my act and deed.

Executed on this 21 day of October, 1986, at San Diego, California.

  
Robert Stine

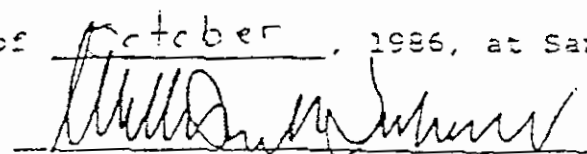
I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The Villages of Rancho Del Oro Association, Inc., which execution is my act and deed.

Executed on this 21 day of October, 1986, at San Diego, California.

  
Thomas Noon

I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The Villages of Rancho Del Oro Association, Inc., which execution is my act and deed.

Executed on this 21 day of October, 1986, at San Diego, California.

  
William Tribolet

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF

MAR 29 1993

MARCH FONG EU, Secretary of State

THE VILLAGES OF RANCHO DEL ORO ASSOCIATION, INC.

Victoria A. Monaco and Marcia Goodman certify that:

1. They are the President and Secretary, respectively, of THE VILLAGES OF RANCHO DEL ORO ASSOCIATION, INC.

2. Article 7 of the Articles of Incorporation is hereby amended to read as follows:

"The assets of the Master Association are irrevocably dedicated to social welfare purposes, and shall not inure to the benefit of a director, officer, member, private shareholder or individual. On the dissolution or winding up of the Master Association, its assets remaining after payment of or provision for payment of all debts and liabilities of the Master Association shall be distributed to a nonprofit organization which is organized and operated exclusively for social welfare purposes and which has established its status as such under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code, as it may be amended."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: March 23, 1993.

Victoria A. Monaco  
Victoria A. Monaco, President  
Marcia Goodman  
Marcia Goodman, Secretary

