



State of California

OFFICE OF THE SECRETARY OF STATE

PROMENADE VILLAS RECREATION AND MANAGEMENT ASSOCIATION

I, **MARCH FONG EU**, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

FEB - 8 1991



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION

OF

PROMENADE VILLAS RECREATION AND MANAGEMENT ASSOCIATION

I

The name of the corporation is PROMENADE VILLAS RECREATION AND MANAGEMENT ASSOCIATION.

II

The name and address of the Corporation's initial agent for service of Process are Mr. John Wang, 5325 East Pacific Coast Highway, Long Beach, California 90804.

III

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.

IV

The specific purpose of this corporation is to form a residential real estate management association and to provide for the acquisition, construction, management, maintenance, and care of real and personal property owned by the corporation, or commonly held by the members of the corporation or located in the development and owned by the members of the corporation and otherwise to act and be operated as a "Homeowners Association", and defined in Section 528 of the internal Revenue Code of 1986, as amended.

V

Every person or entity who is a record owner of a fee or an undivided interest in any lot which is subject by covenants and conditions of record to assessment by the corporation (including contract purchasers), shall be a member of the corporation. The authorized number, qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members and their liability for dues, fees and assessments and the method of collection thereof, shall be as set forth in the Bylaws of the corporation.

VI

No part of the net earnings of the corporation shall inure to the benefit of any private individual, except through acquiring, constructing or providing management, maintenance, and care of the property held by the corporation or commonly held by the members of the corporation or located in the development and owned by the members of the corporation or through rebates of excess membership dues, fees or assessments, or on dissolution and after payment or provision of payment for all debts and liabilities of the corporation.

VII


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.

VIII

These Articles may be amended as provided in the ByLaws of this corporation. If ByLaws have not ben adopted, these Articles may be amended as provided in the Nonprofit Mutual Benefit Corporation Law.

The undersigned declares, under penalty of perjury, that I am the person who executed the foregoing Articles of Incorporation, which execution is my own act and deed.

Executed on August 9, 1990, at Long Beach, California.



JOHN WANG, Incorporator