

**State
of
California**
SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

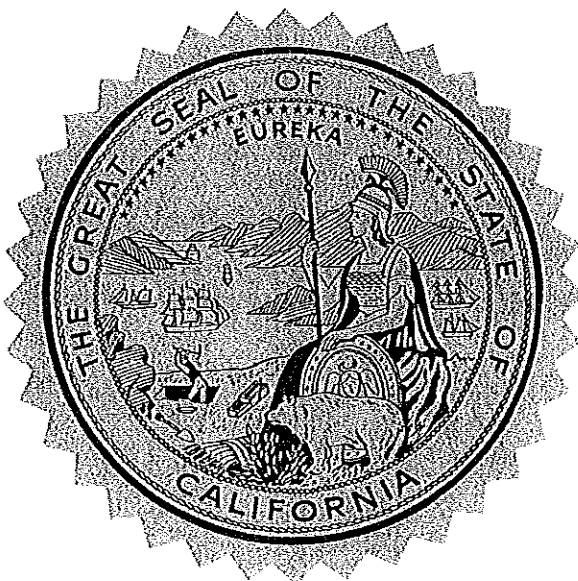
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I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

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

AUG 1 1 1994



Tony Miller
Acting Secretary of State

ARTICLES OF INCORPORATION
OF
SOUTHWIND VILLAGE COMMUNITY ASSOCIATION, INC. AUG 11 1994

ARTICLE I.
NAME

TONY MILLER
Acting Secretary of State

The name of the corporation (hereinafter called the "Association") is Southwind Village Community Association, Inc.

ARTICLE II.
AGENT FOR SERVICE OF PROCESS

The name of the Association's initial agent for service of process is: Edward J. Miller. The address of its initial agent is:

2500 Via Cabrillo Marina, Suite 200
San Pedro, California 90731

ARTICLE III.
PURPOSES OF THE CORPORATION

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.

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for management, administration, maintenance, preservation, and architectural control of the residential units and common area within that certain tract of property situated in the City of Los Angeles, County of Los Angeles, California, commonly known as Southwind Village, and to promote the health, safety and welfare of all the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for this purpose.

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 IV
MEMBERSHIPS**

The authorized number and qualifications of members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Declaration of Covenants, Conditions and Restrictions, and any Amendments thereto, on record in the Office of the County Recorder of the County in which the subject property is situated, and as set forth in the Bylaws, and any Amendments thereto, of this Corporation.

**ARTICLE V
BOARD OF DIRECTORS**

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors shall be subsequently appointed by the Incorporator upon resignation by the Incorporator.

**ARTICLE VI
DISSOLUTION**

This 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 organization shall inure to the benefit of any private individual, except as expressly provided in those Sections with respect to the acquisition, construction, or provision for management, maintenance and care of the Corporation property, and other than by a rebate of excess membership dues, fees or assessments. So long as there is any unit or parcel for which the Corporation is obligated to provide management, maintenance, preservation or control, the Corporation may not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the members (California Corporations Code Section 8724). In the event of the dissolution, liquidation, or winding-up of the Corporation, upon or after termination of the project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be divided among and distributed to the members in accordance with their respective rights therein.

**ARTICLE VII
AMENDMENTS**

These Articles may be amended only by the affirmative vote (in person or by proxy) or written consent of (1) members representing a majority of the voting power of the Corporation which shall include a majority of the votes of members other than Declarant, or where the two class voting structure is still in effect (as provided in the Bylaws), a majority of each class of membership, and (2) a majority of the governing body of the Corporation.

**ARTICLE VIII
TRANSFER OF TITLE AND/OR CONTROL**

Transfer of title and/or control of common interests or of mutual and reciprocal rights of use to the owners in common or the association, shall be governed by the following:

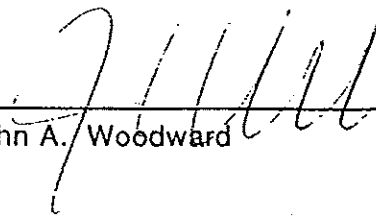
A. The subdivider may create a contractual right in himself or may reserve easements of limited duration for common driveway purposes, for drainage and encroachment purposes and for ingress and egress from the common areas for the purpose of completing improvement thereon or for the performance of necessary repair work, and in the case of the subject property being a phased subdivision project, for entry into adjacent property in connection with the development of additional phases of the overall project.

B. Except as provided in Subparagraph A above, transfer of title and/or control of common interests or of mutual reciprocal rights of use to the owners in common or to the Association shall be governed by the Declaration of Covenants, Conditions and Restrictions, as the same may be amended from time to time, governing the project and applicable law.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 10th day of August, 1994.

John A. Woodward

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



John A. Woodward