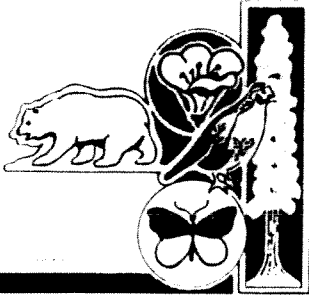


AGENDA AUGUST 11



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

FEB 15 1989



March Fong Eu

Secretary of State

CONTROL #: 90-A-00007
STATION #: S021

1456055

ARTICLES OF INCORPORATION
OF

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

LAGUNA AUDUBON II MASTER ASSOCIATION

FEB 10 1980

MARCH FONG EU, Secretary of State

ARTICLE I

NAME

The name of this corporation shall be LAGUNA AUDUBON II
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 such law.

(b) The specific and primary purpose for which this corporation is organized and operated is to provide for the acquisition, construction, management, maintenance and care of residential association property, for the general use, benefit and welfare of the owners of residential condominium units situated within that certain real property in the County of Orange, California, described as Tract No. 13613, known as Seagate Colony. 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. The Association may also exercise the powers granted to a non-profit mutual benefit corporation as enumerated in Section 7140 of the Corporations Code. In addition, the Association may exercise the powers granted to the Association by Section 374 of the Code of Civil Procedure, and the powers granted to the Association in the Davis-Sterling Common Interest Development Act (Civil Code Section 1350, et seq.).

ARTICLE III

AGENT FOR SERVICE OF PROCESS

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

Sandra Ezell
c/o Kathryn G. Thompson Development Co.
15510 Rockfield Boulevard, Suite C
Irvine, CA 92718

ARTICLE IV

DIRECTORS

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

Rita Ringle	15510 Rockfield Boulevard Suite C Irvine, CA 92718
Sandra Ezell	15510 Rockfield Boulevard Suite C Irvine, CA 92718
Dolly Smit	15510 Rockfield Boulevard Suite C Irvine, CA 92718

Diane Rutherford

15510 Rockfield Boulevard
Suite C
Irvine, CA 92718

Elena Layland

15510 Rockfield Boulevard
Suite C
Irvine, CA 92718

(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

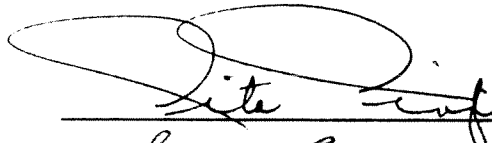
The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of the two (2) classes of membership, shall be as set forth in the By-Laws of this corporation. The provisions for the elections and the term of office of the Board of Directors,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

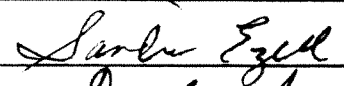
ARTICLE VI

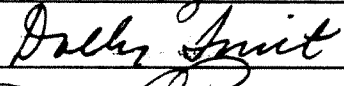
AMENDMENT OF ARTICLES

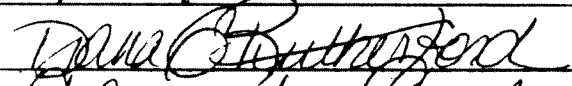
Amendment of these Articles shall require the vote or written consent of (i) a majority of the Members of the Board of Directors; and (ii) a majority of the voting power of the corporation; and (iii) a majority of the voting power of members of this corporation other than the Declarant provided, however, if the two-class voting structure is still in effect as provided by 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.

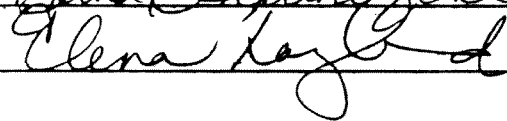
IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the first directors, have executed these Articles of Incorporation this 8th day of February, 19 89.



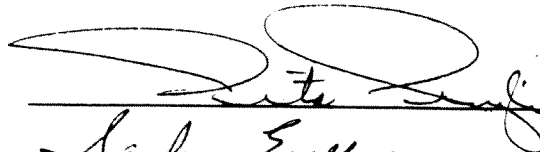








We declare that we are the persons who executed the above Articles of Incorporation, and that this instrument is our act and deed.



Sarah Egan

Dolly Smith

T. M. O'Rourke

Elena Keyser