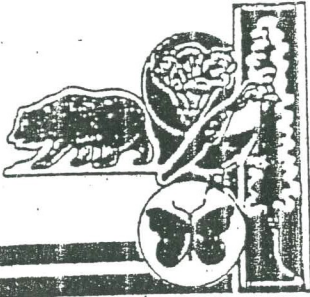


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State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

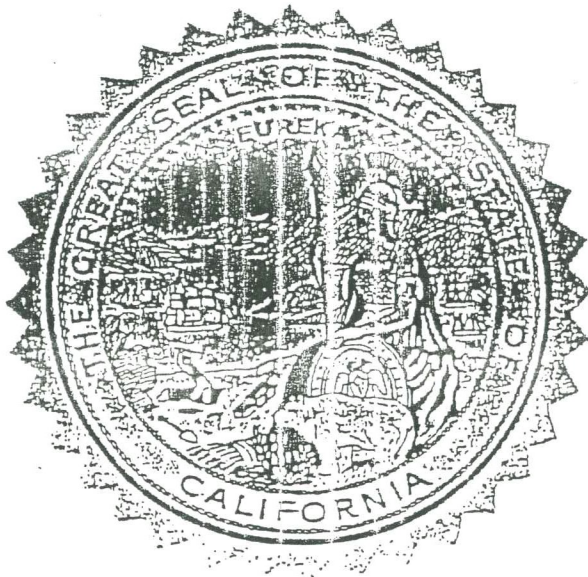
CORPORATION DIVISION

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

MAY 30 1990



*March Fong Eu*

Secretary of State

1665611

ARTICLES OF INCORPORATION  
OF  
LAGUNA WEST HOMEOWNERS ASSOCIATION

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

MAY 30 1990

MARCH FONG EU, Secretary of State

ARTICLE 1

NAME

The name of the corporation is LAGUNA WEST HOMEOWNERS ASSOCIATION.

ARTICLE 2

PURPOSES AND POWERS

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 purposes for which it is formed are to provide for management, maintenance, acquisition, construction, care, preservation and architectural control of the residence Lots and the Common Area, and to promote the health, safety and welfare of the Owners, within that certain real property in Sacramento County, California, and more particularly described as:

The northwest quadrant of the intersection of Elliott Ranch Road and the Union Pacific Railroad tracks; Assessor's Parcel Nos. 119-120-07, 09, 11, 12 and 119-230-33;

and any additional property hereinafter brought within the jurisdiction of the corporation;

and to exercise all of the powers and rights and to discharge all of the duties of the corporation as set forth in Laguna West Homeowners Association Bylaws and in that certain Declaration of Covenants, Conditions and Restrictions of Laguna West (the "Declaration") applicable to the Project and recorded or to be recorded in the Official Records of the Sacramento County Recorder.

ARTICLE 3

AGENT FOR SERVICE

The name and address in the State of California of this corporation's initial agent for service of process is Philip N. Angelides, 7700 College Town Drive, Suite 201, Sacramento, CA 95826.

ARTICLE 4

LIMITS ON POWERS

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 5

NONPROFIT STATUS

This corporation is intended to qualify as a "Homeowner's Association" under the applicable provisions of the United States Internal Revenue Code, Section 528, and of the Revenue and Taxation Code of the State of California, Section 23701, as they may be amended from time to time. This corporation is organized solely for nonprofit purposes. No part of the net earnings of the corporation shall inure (other than by providing management, maintenance and care of the association property and common areas, or by a rebate of excess membership dues, fees and assessments) to the benefit of any private member or individual.

ARTICLE 6

AMENDMENT

These Articles of Incorporation may be amended upon the vote of at least a bare majority of the Board of Directors; and either

(1) So long as Class A and Class B Memberships (as established in the Declaration) exist, upon the vote or written assent of at least a bare majority of each class; or

(2) After conversion of the Class B to Class A Memberships, upon the vote or written assent of at least a bare majority of the Members, including at least a bare majority of the Members other than Declarant (as defined in the Declaration).



The percentage of votes necessary to amend a specific clause or provision herein shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

