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ARTICLES OF INCORPORATION
OF

CARRIAGE LANE HOMEOWNERS ASSOCIATION

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

JUL 06 1978

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

ONE: The name of this corporation ("Association" herein) is CARRIAGE LANE HOMEOWNERS ASSOCIATION.

TWO: The purposes for which the Association is formed are:

(a) The specific and primary purposes are to bring about civic betterments and social improvements by providing for the preservation of the architecture and appearance of a planned residential development known as CARRIAGE LANE ("Project"), and by operating and maintaining any Common Area properties and facilities for the use of all residents in the entire Project, located on Tract No. 10031, in the City of Anaheim, County of Orange, State of California, as shown on a Map recorded on March 24, 1978, in Book 428, Pages 27 to 29, inclusive, of Miscellaneous Maps, in the Office of the County Recorder of said County, together with any real property which may be annexed thereto in accordance with the provisions of the Additional Declaration described below.

(b) The general purposes and powers are:

1. To promote the common good, health, safety, and general welfare of all of the residents within the Project;
2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Additional Declaration of Covenants, Conditions, Restrictions and Reservation of Easements applicable to the Project ("Additional Declaration"), as amended from time to time, and recorded or to be recorded in the Office of the Recorder, Orange County, California;

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3. To enforce applicable provisions of the Additional Declaration, By-Laws, and any other instruments for the management and control of the Project; to fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Additional Declaration; to contract for and pay all expenses in connection with maintenance, gardening, utilities, materials, supplies and services relating to the Common Area (as defined in the Additional Declaration) and facilities; to employ personnel reasonably necessary for administration and control of the Common Area and for architectural control of the Project, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Project.

4. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under the General Nonprofit Corporation Law of the State of California by law may now or hereafter have or exercise; and

5. To act in the capacity of principal, agent, joint venturer, partner, or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree,

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engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

THREE: The Association is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOUR: The County in this state where the principal office for the transaction of the business of the Association is located is the County of Orange.

FIVE: 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 for dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

SIX: The authorized number of Directors of the Association shall be three (3), and said number may be changed by a duly adopted amendment to the By-Laws of the Association, except that in no event may the authorized number of Directors be less than the minimum number required by California law.

The names and addresses of the persons who are appointed to act as the first Directors of the Association and to continue to act as such Directors until the election and qualification of their successors are as follows:

- TAYLOR GRANT 18092 Sky Park South
 Suite "A"
 Irvine, California 92714
- EDWARD WARMINGTON 18092 Sky Park South
 Suite "A"
 Irvine, California 92714
- SHERRY FREEMAN 18092 Sky Park
 Suite "A"
 Irvine, California 92714

SEVEN: Amendment of these Articles of Incorporation shall require the vote or written consent of at least (1) fifty-one percent (51%) of the voting power of both the Class A and Class B Members, and (2) fifty-one percent (51%) of the voting power of the Association residing in Members other than the Subdivider ("Grantor") of the Project.

EIGHT: The Association may be dissolved with the vote or written consent of the membership representing at least fifty percent (50%) of the voting power of the Association. The Association is one which does not contemplate pecuniary gain or profit to the Members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to an appropriate public agency for purposes similar to those for which this Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or similar organization which is organized and operated for similar purposes. If the Association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the Association's principal office is located, upon petition therefor by the Attorney General, or by any person concerned in the liquidation.

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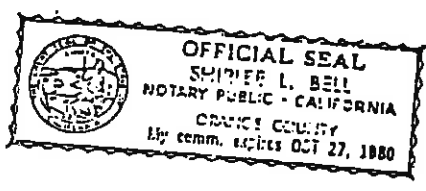
IN WITNESS WHEREOF, the undersigned, constituting
the incorporators of this Association, have executed these
Articles of Incorporation on June 26, 1978.

Taylor Grant
TAYLOR GRANT
Edward Warmington
EDWARD WARMINGTON
Sherry Freeman
SHERRY FREEMAN

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.

On this 26th day of June, 1978, before me, the
undersigned, a Notary Public in and for said County and State,
personally appeared TAYLOR GRANT, EDWARD WARMINGTON and SHERRY
FREEMAN, known to me to be the persons whose names are subscribed
to the within instrument, and acknowledged that they executed the
same.

WITNESS my hand and official seal.



Shirley L. Bell
Notary Public in and for Said
County and State