



State
of
California

OFFICE OF THE SECRETARY OF STATE

COPY

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

That the annexed transcript has been compared with the 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

JAN 27 1984



March Fong Eu

Secretary of State

ENDORS
FILED

In the office of the Secretary
of the State of California

ARTICLES OF INCORPORATION
HIGHLAND SPRINGS COUNTRY CLUB OWNERS' ASSOCIATION, INC.
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

JAN 27 1961

MARCH FONG EU, Secretary
Belinda Faustin
Deputy

I

The name of this corporation is HIGHLAND SPRINGS COUNTRY CLUB OWNERS' ASSOCIATION, INC. (hereinafter "Association").

II

This corporation is a non-profit mutual benefit corporation organized under the Non-Profit 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.

Subject to the provisions of the recorded or to-be-recorded Declaration of Covenants, Conditions and Restrictions applicable to the project (hereinafter "Declaration"), the specific purposes for which the corporation is formed are to form a residential real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association, commonly held by members of the Association, or located in the project and owned by members of the Association, and otherwise to act and be operated as a "homeowners association," as defined in Section 528 of the Internal Revenue Code of 1954, as amended and California Revenue and Taxation Code Section 23701t, as amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and purposes and powers in each clause shall in no way be limited or restricted by reference to or in reference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

However, the Association shall not, except to a nominal necessary degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of the Association.

III

The principal office for the transaction of the business of the Association is in Riverside County.

IV

No part of the net earnings of the Association shall inure to the benefit of any private individual (except through acquiring, constructing or providing management, maintenance and care of

property held by the Association, commonly held by the members of the Association, or located in the project and owned by members of the Association, or through rebates of excess membership dues, fees or assessments).

V

The authorized number and qualifications of members of the Association, the different classes of members, if any, the voting and other rights and privileges of members, their liability for assessments and the method of collecting them shall be controlled by the By-Laws of the Association.

VI

If the two-class voting structure is still in effect in the Association, these Articles may be amended only with the vote or written assent of a majority of the Association's board of directors (hereinafter "Board") and a majority of each class of membership in the Association.

If the two-class voting structure is no longer in effect in the Association because of the conversion of Class B to Class A membership, these Articles may be amended only by a majority of the Board and a majority of the voting power of the Association, including a majority of the votes of members other than the Declarant of the Declaration.

VII

The name and address in the State of California of this corporation's initial agent for service of process is:

Timothy Lappen, Esq.
c/o LAPPEN AND LAPPEN
One Century Plaza, Suite 1260
2029 Century Park East
Los Angeles, California 90067

Date: January 27, 1984

TIMOTHY LAPPEN

Timothy Lappen

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

TIMOTHY LAPPEN

Timothy Lappen

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ARTICLES OF INCORPORATION

Highland Springs Village Phase II Homeowners' Association

ARTICLE V

AMENDMENTS

These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) of members representing a majority of the voting power of the Association and a majority of the votes of members other than Declarant (as defined in the Declaration), or where the two (2) class voting structure is still in effect (as provided in the Declaration and in the By-Laws), a majority of each class of membership. However, the percentage of voting power necessary to amend a specific clause or provisions shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this _____ day of _____, 19____.

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

Mark S. Shapiro, Incorporator

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