



OFFICE OF THE
SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, Secretary of State of the State of California, hereby certify:

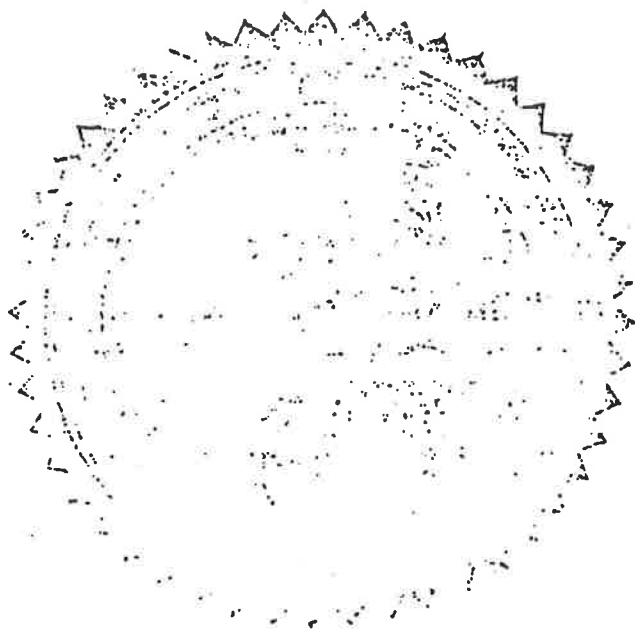
That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

APR 5 - 1973

Edmund G. Brown Jr.

Secretary of State



Filed
3 Apr 73
is. Osuna Clerk
an Diego County
#32074

A STATE

FILED

In the office of the Secretary of
of the State of California

APR 3 - 1973

ARTICLE OF INCORPORATION
OF
VISTA PARK VILLAS CONDOMINIUM ASSOCIATION

MUND G. BROWN, Secretary of St.
By JAMES E. HARRIS
Deputy

FIRST: The name of this corporation ("Association" herein) is VISTA PARK VILLAS CONDOMINIUM ASSOCIATION.

SECOND: The purposes for which this Association is formed are:

(a) The specific and primary purposes are to provide for maintenance, preservation and architectural control of the condominium project on real property located in San Diego County, California, and all structures and improvements thereon and any additions thereto, which project is known as VISTA PARK VILLAS.

(b) The general purposes and powers are:

1. To promote the health, safety and welfare of the residents within said real property;

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from any covenants or restrictions applicable to the above-described property.

3. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the covenants and restrictions applicable to the above-described property; to contract for and pay all expenses in connection with maintenance, gardening, utilities, materials, supplies and services relating to the common property and facilities; to employ personnel reasonably necessary for operation 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 the project, association area or common area;

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, or partner, or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the 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, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

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

FOURTH: The County in this State where the principal office for the transaction of the business of the Association is located is San Diego.

FIFTH: 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 the liability for dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

SIXTH: The number of directors of this Association shall be ~~five~~ and said number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of directors be less than five (5) without amendment of these Articles of Incorporation.

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

Robert S. Barnes
4525 MacArthur Boulevard
Newport Beach, California

Thomas C. Sponsler, Jr.
4525 MacArthur Boulevard
Newport Beach, California

Frank D. Stiefel
4525 MacArthur Boulevard
Newport Beach, California


J. Lawrence Judy
4525 MacArthur Boulevard
Newport Beach, California


Gregory R. Harris
4525 MacArthur Boulevard
Newport Beach, California

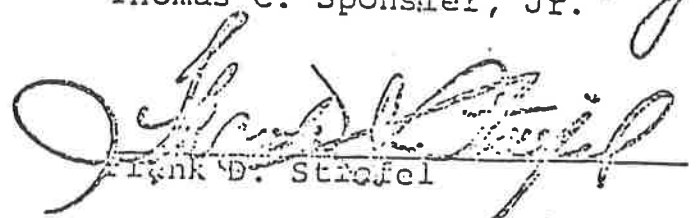
SEVENTH: Amendment of these Articles shall require consent of the members representing at least 75% of the ownership of all condominiums in the project as shown in the plan.

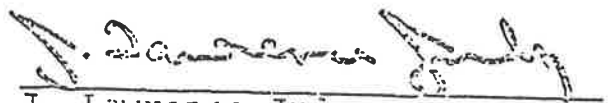
EIGHTH: The Association is one which does not operate pecuniary gain or profit to the members thereof. It is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Association, after paying adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. 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.

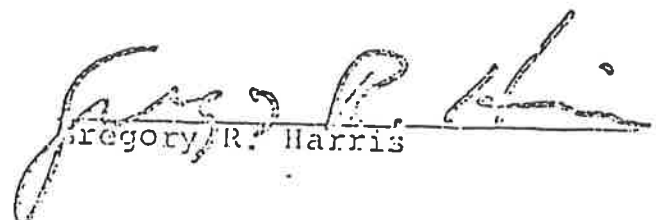
IN WITNESS WHEREOF, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on March 27, 19__.


Robert S. Barnes


Thomas C. Sponsler, Jr.


Frank D. Strofel

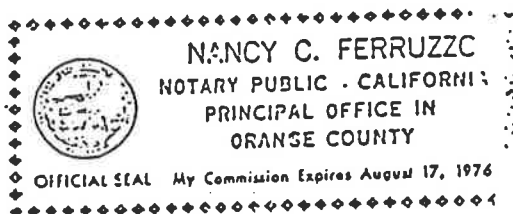

J. Lawrence Judy


Gregory R. Harris

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

Before me, a Notary Public in and for said County and State, personally appeared Robert S. Barnes, Thomas C. Sponsler, Jr., Frank D. Stiefel, J. Lawrence Judy, and Gregory R. Harris, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and seal this 27th day of March, 1973.



Nancy C. Ferruzzo
Notary Public in and for said
County and State.

EXHIBIT III

CONSENT OF MORTGAGEES

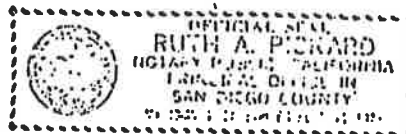
The undersigned, representing all of the total recorded value of all First Mortgages for Units within Lot 2 of Tract No. 72-6, city of Vista, county of San Diego, state of California, as of March 1, 1974, having received and read that certain First Amendment to Declaration of Restrictions and Enabling Declaration Establishing a Plan for Condominium Ownership for Vista Park Villas (the "Amendment") to which this Exhibit III is attached, hereby approve the Amendment.

<u>Unit Number</u>	<u>Date</u>	<u>Name</u>	<u>Address</u>
2	<u>5-3-74</u>	SOUTHWEST BANK by <u>[Signature]</u> its <u>Vice President</u> by <u>[Signature]</u> its <u>Vice President</u>	Post Office Box 1748 Vista, CA 92083
4, 7, 12, 30, 31, 36, 64	<u>5-8-74</u>	MASON-McDUFFIE COMPANY, INC. by <u>[Signature]</u> its <u>Vice President</u> by <u>[Signature]</u> its <u>Vice President</u>	2850 Telegraph Avenue Berkeley, CA 94705

STATE OF CALIFORNIA)
COUNTY OF SAN Diego) ss.

On MAY 3, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared R. G. Wilkins, known to me to be the Vice President, and John H. Milton, Jr. known to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its board of directors.

WITNESS my hand and official seal.



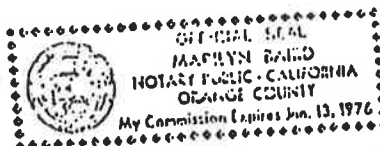
Ruth A. Pickard
Notary Public

Ruth A. Pickard
Name - Typed or Printed

STATE OF CALIFORNIA)
COUNTY OF Orange) ss.

On May 8, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert D. Yarnall, known to me to be the Vice President, and Robert D. Yarnall known to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its board of directors.

WITNESS my hand and official seal.



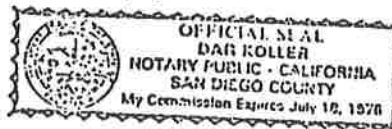
Maureen Baird
Notary Public

MAUREEN BAIRD
Name - Typed or Printed

STATE OF CALIFORNIA)
COUNTY OF San Diego) SS.

On April 23 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared MARION M. JACOBSEN, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

WITNESS my hand and official seal.



Dar Koller
Notary Public

DAR KOLLER
Name - Typed or Printed

STATE OF CALIFORNIA)
COUNTY OF San Diego) SS.

On April 23 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN K. HANSON and ELLEN M. HANSON, 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.



Dar Koller
Notary Public

DAR KOLLER
Name - Typed or Printed

STATE OF CALIFORNIA)
COUNTY OF San Diego) SS.

On April 23 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared Marion M. Jacobsen, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

STATE OF CALIFORNIA)
COUNTY OF San Diego) SS.

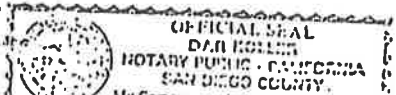
On May 12 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared Virginia F. Hanson, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

Virginia F. Hanson

known to me to be the person whose name is

subscribed to the within instrument and acknowledged to me that Clara executed the same.

WITNESS my hand and official seal.



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