

State  
of  
California

OFFICE OF THE SECRETARY OF STATE

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

MAR 12 1985



*March Fong Eu*

Secretary of State

ARTICLES OF INCORPORATION

1333829

OF

RIVERSIDE SUN CITY HOMEOWNERS ASSOCIATION<sup>n</sup> the office of the Secretary of State  
of the State of California

ENDORSED  
FILED

MAR 12 1985

ARTICLE I

NAME

MARCH FONG EU, Secretary of State  
Sharon K. Hawkins  
Deputy

1.1 The name of this corporation (hereinafter referred to as the "Association") is Riverside Sun City Homeowners Association.

ARTICLE II

PURPOSES

2.1 The Association is a non-profit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation Law. The general purpose of the Association is to engage in any lawful act or activity for which a corporation may be organized under the Non-Profit Mutual Benefit Corporation Law.

2.2 The specific purpose for which the Association is formed is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended, and of Section 23701t of the California Revenue and Taxation Code, as amended, for that certain planned development in the unincorporated territory, County of Riverside, State of California, commonly known as Sun City Homes.

2.3 Notwithstanding any of the above statements of purposes

and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are in furtherance of the specific purpose of this corporation.

### ARTICLE III

#### AGENT FOR SERVICE OF PROCESS

3.1 The name and address of the Association's initial agent for the service of process is:

William T. O'Brien  
Presley of Southern California  
17991 Mitchell South  
Irvine, California 92714

### ARTICLE IV

#### DIRECTORS

4.1 The name and addresses of the persons who are appointed as first directors of the Association are as follows:

<u>William T. O'Brien</u>	c/o Presley of Southern California 17991 Mitchell South Irvine, California 92714
<u>Beth Amestoy</u>	c/o Presley of Southern California 17991 Mitchell South Irvine, California 92714
<u>Alan D. Uman</u>	c/o Presley of Southern California 17991 Mitchell South Irvine, California 92714

Charles F. DeRose

c/o Presley of Southern California  
17991 Mitchell South  
Irvine, California 92714

Linda L. Foster

c/o Presley of Southern California  
17991 Mitchell South  
Irvine, California 92714

The directors designated above, or any directors selected prior to the first election of directors by the Members of the Association shall act as such only until such first election. The number of directors of the Association shall be set forth herein and such number may be changed by amendment to these Articles.

#### ARTICLE V

#### AMENDMENTS

5.1 So long as the two-class voting structure provided for in the Bylaws shall remain in effect, these Articles may be amended only by the vote or written assent of fifty-one percent (51%) of the voting power of each class of Members, and fifty-one percent (51%) of the members of the Board of Directors. At such time as the Class B membership shall cease to be converted to Class A membership as set forth in the Bylaws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

(a) Fifty-one percent (51%) of the voting power of the Association;


(b) Fifty-one percent (51%) of the votes of Members other than the Declarant (as defined in the Declaration); and

(c) Fifty-one percent (51%) of the Members of the Board of Directors.

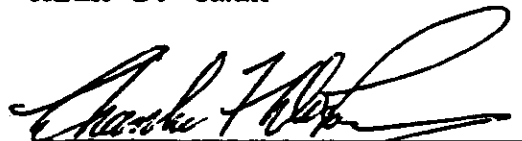
Notwithstanding the foregoing, the percentage of a quorum of the Members or of the Members other than the Declarant necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

IN WITNESS WHEREOF, the undersigned, constituting all of the incorporators and first directors, have executed these Articles of Incorporation on this 8th day of March, 1985.

  
William T. O'Brien

  
Beth Amestoy

  
Alan D. Uman


  
Charles F. DeRose


  
Linda L. Foster


We declare that we are the persons who executed the above

Articles of Incorporation; and that this instrument is our act  
and deed.

  
William T. O'Brien

  
Beth Amestoy

  
Alan D. Uman

  
Charles F. DeRose

  
Linda L. Foster