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FILED

in the office of the Secretary of State
of the State of California

AUG 13 1967

FRANK A. BROWN, Secretary of State

[Handwritten Signature]

ARTICLES OF INCORPORATION

OF

DEANE GARDENHOME ASSOCIATION

Copy of right
page articles

In compliance with the requirements of the General Non-Profit Corporation Law of the State of California, the undersigned, all of whom are residents of the State of California, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is DEANE GARDENHOME ASSOCIATION.

ARTICLE II

PRINCIPAL OFFICE

The county in this State where the principal office for the transaction of the business of this Corporation is located is Orange County.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which this Corporation is formed are:

- (a) This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the primary and specific purposes for which it is formed are to provide for

maintenance, preservation and architectural control of the residence lots and the Maintenance Area within that certain tract of real property described as Tract 5755 in the City of Huntington Beach, County of Orange, State of California;

(b) The general purposes and powers are to:

(1) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(2) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(3) Borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(4) Have and to exercise any and all powers, rights and privileges which a corporation organized under the General Non-Profit Corporation Law of the State of California by law may now or hereafter have or exercise.

ARTICLE IV**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be qualified to be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership except that Declarant shall be entitled to one membership and all rights appertaining thereto for each Lot it owns in the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Corporation. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE V**VOTING RIGHTS**

In all matters which shall be presented for a vote of the members, each member shall be entitled to one vote for each Lot which is subject by covenants of record to assessment by the Corporation.

ARTICLE VI**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of nine Directors, who need not be members of the Corporation. The number of directors may be changed by amendment of the By-Laws of the Corporation. The names and

addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald G. Wolfson	330 Surfview Drive Pacific Palisades, California 90034
Philip L. Ball	17211 Martha Street Encino, California 91316
Edith L. Clemens	9255 Beverly Boulevard Beverly Hills, California 90210
Lenore S. Zimmerman	322-A South Reeves Drive Beverly Hills, California 90212
Sue Sinclair Singer	14030 Roblar Road Sherman Oaks, California 91403
Bonnie G. Trainen	847 6th Street Santa Monica, California 90403
Gayle L. Pritchett	30936 Broad Beach Road Malibu, California 90265
Pamela Flaitman	9619 West Olympic Boulevard Beverly Hills, California
Marian Hilton	940 Hancock Los Angeles, California

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VII

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall not exceed \$15,000.00.

ARTICLE VIII**MERGERS AND CONSOLIDATIONS**

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the membership.

ARTICLE IX**DISSOLUTION**

This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If this Corporation holds any assets on 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 this Corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

ARTICLE X**DURATION**

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 16th day of August, 1967.

Donald C. Wolson
DONALD C. WOLSON

Ernie L. Ball
ERNEST L. BALL

Edith L. Clemens
EDITH L. CLEMENS

Lenore S. Zimmerman
LENORE S. ZIMMERMAN

Sue Sinclair Singer
SUE SINCLAIR SINGER

Bonnie G. Trainor
BONNIE G. TRAINOR

Gayle L. Pritchett
GAYLE L. PRITCHETT

Pamela Fleitman
PAMELA FLEITMAN

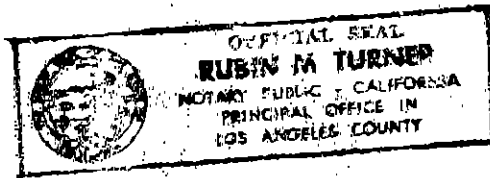
Marian Hilson
MARIAN HILSON

STATE OF CALIFORNIA }
 COUNTY OF LOS ANGELES } SS.

On August 16, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared GERALD G. WOLFSON, PHILIP L. HALL, EDITH L. CLEMENS, LENORE S. ZIMMERMAN, SUE SINCLAIR SINGER, BONNIE G. TRAINEN, GAYLE L. PRITCHETT, PAMELA FLEITMAN, and MARIAN HILTON, 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.

Rubin M. Turner
 Notary Public in and for
 Said County and State



My Commission Expires July 21, 1968