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STATE OF CALIFORNIA



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 16 1971



Edmund G. Brown Jr.

Secretary of State

FILED
April 20, 1971
Orange County

I 29214

000100
ENDORSED
FILED

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

APR 16 1971

EDMUND G. BROWN Jr., Secretary of State
By BILL HOLDEN
Deputy

ARTICLES OF INCORPORATION
OF

LAKE FOREST NO. II MASTER HOMEOWNERS ASSOCIATION

ARTICLE I

The name of the corporation (hereinafter called the "Association") is LAKE FOREST NO. II MASTER HOMEOWNERS ASSOCIATION.

ARTICLE II

The principal office for the transaction of the business of the Association is located in Orange County, State of California.

ARTICLE III

This Association is organized pursuant to the General Nonprofit Corporation Law of the State of California.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as LAKE FOREST NO. II, in the County of Orange, State of California, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have power to:

(a). Perform all of the duties and obligations of the Association as set forth in that certain Declaration of

Covenants, Conditions and Restrictions (hereinafter called the "Declaration"), applicable to the property and recorded in the office of the County Recorder of the County of Orange on October 29, 1970, in Book 9446, Page 85 et seq.

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

(c) 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 Association;

(d) Borrow money, and, only with the assent (by vote or written consent) of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, providing that any merger, consolidation or such annexation shall have the assent

by vote of two-thirds (2/3) of each class of members or by the written consent of all of the members;

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

ARTICLE V

MEMBERS

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Declaration.

ARTICLE VI

DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its business conducted by a board of directors. The authorized number of directors shall be seven (7) until that number is changed by amendment of the Articles of Incorporation or by a by-law duly adopted by the members of this corporation. The names and addresses of the persons who are hereby appointed to act in the capacity of directors until the selection of their successors are:

<u>Name:</u>	<u>Address:</u>
<u>DAVID YOUNG</u>	<u>P. O. Box 656</u>
	<u>El Toro, California 92630</u>
<u>J. T. SMITH</u>	<u>1900 Avenue of the Stars, #1600</u>
	<u>Los Angeles, California 90067</u>
<u>RAYMOND GILL</u>	<u>1900 Avenue of the Stars, #1600</u>
	<u>Los Angeles, California 90067</u>
<u>JAMES M. PARKER</u>	<u>1900 Avenue of the Stars, #1600</u>
	<u>Los Angeles, California 90067</u>

ROBERT SIENS

P. O. Box 656

El Toro, California 92630

GRAEME DOANE

P. O. Box 656

El Toro, California 92630

ROBERT M. BURK

1900 Avenue of the Stars, #1600

Los Angeles, California 90067

ARTICLE VII

DISSOLUTION

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent (by vote or written consent) of members representing 75% or more of the voting power.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the General Nonprofit Corporation Law of the State of California, the undersigned have executed these

Articles of Incorporation on this 7th day of April,
1971 .

David Young
J. T. Smith
Raymond Gill
James M. Parker
Robert Siens
Graeme Doane
Robert M. Burk

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On April 7th, 1971, before me, a Notary Public
in and for said State, personally appeared

David Young,
J. T. Smith,
Raymond Gill,
James M. Parker,
Robert Siens,
Graeme Doane, and
Robert M. Burk,

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 official seal.

Charlotte T. Grace
Notary Public in and for said
County and State

(SEAL)

