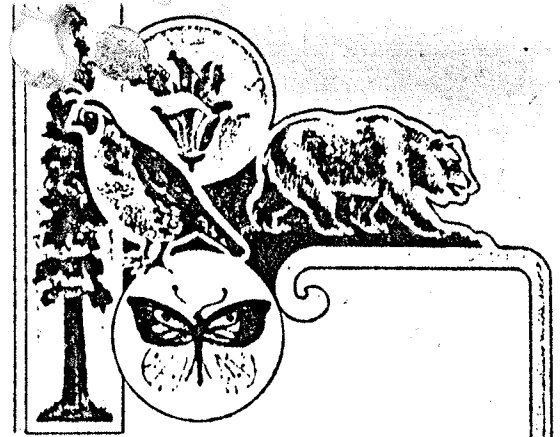


State  
of  
California

OFFICE OF THE SECRETARY OF STATE

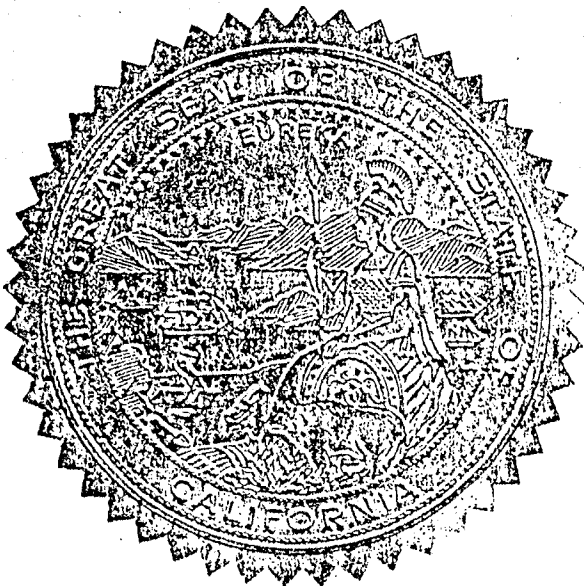


I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

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

FEB 8 1977



*March Fong Eu*

Secretary of State

FOR FILE ONLY  
COPY

SIGNED

THIS IS OUR ORIGINAL COPY.  
IT HAS BEEN ENDORSED  
BY STATE OF CALIF FILE  
# 791394

ARTICLES OF INCORPORATION  
OF  
FOOTHILL VILLAGE  
RECREATION & MANAGEMENT ASSOCIATION

FEB 7 1977

I

The name of the corporation is FOOTHILL VILLAGE RECREATION & MANAGEMENT ASSOCIATION.

II

The principal office for the transaction of the business of the corporation is located in Los Angeles County, State of California.

III

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California.

IV

The primary purpose of this corporation is the acquisition, construction, management, maintenance, and care of corporation real and personal property, together with improvements thereon or thereto, in the City of Glendora, County of Los Angeles, State of California, on a non-profit basis and to promote the health, safety and welfare of all of the residents of said property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation for this purpose.

V

The general purpose for which this corporation is formed is

not for pecuniary profit, but is to provide a legal entity through which the members may exercise their rights, duties, and obligations as owners and residents of lots which are part of said real property and, in furtherance of said purposes, this corporation shall have the following powers:

- (a) To perform all of the duties and obligations of the corporation as set forth in that Declaration of Covenants, Conditions, and Restrictions recorded against the subject real property, as the same may be amended, from time to time (hereinafter referred to as the "declaration");
- (b) To fix, levy, collect, and enforce assessments and fines as set forth in the declaration;
- (c) To pay all expenses and obligations incurred by the corporation in the conduct of its business including, without limitation, all licenses, taxes or governmental charges levied or imposed against the property of the corporation;
- (d) To 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;
- (e) To borrow money and, only with the assent (by vote or written consent) of three-fourths 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;

(f) To dedicate, sell or transfer all or any part of the corporation real property 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 three quarters of each class of members, agreeing to such dedication, sale or transfer;

(g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property and common area (as defined in the declaration) provided that any merger, consolidation or annexation shall have the assent by vote or written consent of three-fourths of each class of members;

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

## VI

Every person or entity who is a record owner of a fee or an undivided interest in any lot which is subject by covenants of record to assessment by the corporation (including contract

sellers), shall be a member of the corporation. (If a lot is sold under a recorded contract of sale to a purchaser who resides on the lot, the resident purchaser [rather than the fee owner] will be considered the "owner" so long as he resides on the lot as a contract purchaser.) The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot. (A tenant of an owner shall not be a member, but shall have the privilege to use the recreational facilities, in accordance with the rules of the corporation adopted by the Board pursuant to the By-Laws of the corporation.)

#### VII

The corporation shall have two classes of voting membership:

##### CLASS A.

Class A members shall be all owners with the exception of the declarant (as defined in the declaration). Each owner shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more votes than a lot is entitled to be cast with respect to any lot.

##### CLASS B.

The Class B members shall be the declarant and shall be entitled to vote as follows: Voting shall be the same

as for Class A membership, except that the Class B member may triple its vote for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes (tripled as stated above) outstanding in the Class B membership; or
- (b) On January 1, 1979; or
- (c) On the second anniversary of the original issuance of the public report for the first phase of the project.

VIII

The affairs of this corporation shall be managed by a Board of Directors, who need not be members of the corporation, until conversion of Class B memberships to Class A, after which time all directors must 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 acting in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>Address</u>
William M. Raymond	511 West Citrus Edge, Glendora, CA 91740
Clyde Anderson	511 West Citrus Edge, Glendora, CA 91740
Richard Walker	511 West Citrus Edge, Glendora, CA 91740.

IX

Upon dissolution, liquidation, or winding up of the corporation, the assets of the corporation, after payment of debts and obligations 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 non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

X

The corporation shall exist perpetually.

XI

The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

XII

Amendment of these Articles shall require the assent (by vote or written consent) of members representing fifty-one percent (51%) of the voting power of each class of members.

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 Association, have executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1977.

*William M. Raymond*  
WILLIAM M. RAYMOND

*Clyde Anderson*  
CLYDE ANDERSON

*Richard Walker*  
RICHARD WALKER

STATE OF CALIFORNIA )  
                                  ) ss.  
COUNTY OF LOS ANGELES)

On this 1st day of February, 1977, before me, a notary public, for the State of California, duly commissioned and sworn, personally appeared William M. Raymond, Clyde Anderson and Richard Walker, known to me to be the persons whose names are subscribed to the within Articles of Incorporation acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affix my official seal the day and year first above written.

*Ann L. Hawkes*  
NOTARY PUBLIC

