



State  
of  
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

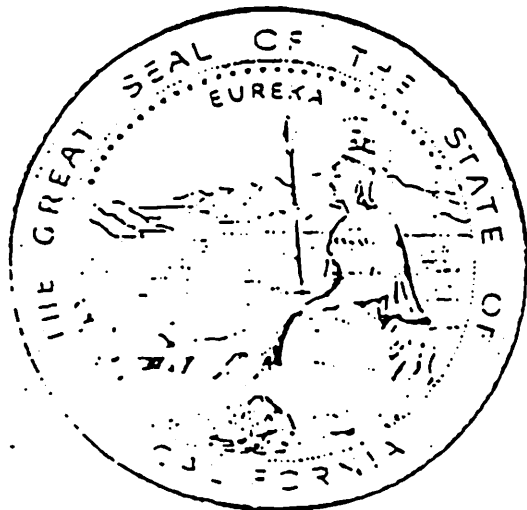
1806040

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

That the annexed transcript has been compared with the corporate 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 - 4 1992



*March Fong Eu*

SECRET  
AND

1407

DOC # 1992-0174843  
27-MAR-1992 01:23 PM

Recording Requested By:

Recorded Request Of  
FIDELITY NATIONAL TITLE

When Recorded Return To:

Condominium Consultants, Inc.  
2130 Fourth Avenue  
San Diego, California 92101-2110  
(619) 231-1606

9100 724. 00

OFFICIAL RECORDS		
SAN DIEGO COUNTY RECORDER'S OFFICE		
ANNETTE EVANS, COUNTY RECORDER		
RF:	118.00	FEES: 310.00
AF:	181.00	
MF:	11.00	

*Copy*

FS  
86 P  
11 W

Space Above for Recorder's Use

*Betty Senks  
619 297 2454*

DECLARATION  
FOR  
"ARBOR WOODS"  
(a Condominium Project)

OMIT ANY COVENANT OR RESTRICTION  
ON RACE, COLOR, RELIGION, OR  
FAMILIAL STATUS, OR OTHER

ARTICLE 3.

The name and address in the State of California of the corporation:  
initial agent for service of process is:

Ray L. Huffman  
2700 Adams Avenue  
San Diego, CA 92116

ARTICLE 4.

The rights of members, number of members, and manner of election of the Board of Directors and all other matters concerning the operation and governance of the Association shall be as set forth in the Bylaws.

ARTICLE 5.

The Association is intended to qualify as a homeowners' association under the applicable provisions of the Internal Revenue Code and of the Revenue and Taxation Code of California. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, provision for management, maintenance and care of the Association property and other than by a rebate of excess membership dues, fees or assessments. So long as there is any Condominium Unit for which the Association is obligated to provide management, maintenance, preservation or control, the Association shall not transfer all or substantially all of its assets or file a Certificate of Dissolution without the approval of one hundred percent (100%) of the members. On the dissolution or winding up of the Association, upon or after termination of the Project, in accordance with the provisions of the Declaration, the assets of the Association remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be distributed to the members (as defined in the Declaration) in accordance with their respective rights therein.

ARTICLE 6.

Amendments to these Articles of Incorporation shall require the assent (by vote or written consent) of members representing seventy-five percent (75%) or more of the voting power of each class of members; provide however, that after conversion of the Class B membership to Class A membership an amendment to these Articles of Incorporation shall require the assent (by vote or written consent) of (i) seventy-five percent (75%) or more of the total voting power of the governing body (ii) seventy-five percent (75%) or more of the voting power of members other than Declarant (as defined in the Declaration), and (iii) at least seventy-five percent (75%) of the voting power of the Association. However, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

ARTICLE 7.

Every person or entity who is a record owner of a fee or undivided interest in any Condominium which is subject by covenants of record to assessment by the corporation shall 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. Membership shall be appurtenant to and may not be separated from ownership of any Condominium which is subject to assessment by the corporation.

ARTICLE 8.

The Association shall have two classes of voting membership:

**CLASS A.** Each Member, other than the Declarant, shall be a Class A member. Class A membership entitles the holder to one (1) vote for each Condominium of which he or she is record owner. If a Condominium is owned by more than one person, each such person shall be a Member of the Association but there shall be no more than one (1) vote for each Condominium.

**CLASS B.** The Declarant is a Class B Member. Class B membership entitles the holder to three (3) votes for each Condominium of which the Declarant is record owner.

The Class B membership shall be irreversibly converted to Class A membership on the first to occur of the following:

- (a) When the total outstanding votes held by the Class A Members are equal to or greater than the total outstanding votes held by the Class B Member; or
- (b) Two (2) years following the date of original issuance by the California Department of Real Estate of its Final Subdivision Public Report covering the Project.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of February 1992.

A handwritten signature in black ink, appearing to read "Lawrence E. Grove", written over a horizontal line.

LAWRENCE E. GROVE  
INCORPORATOR