



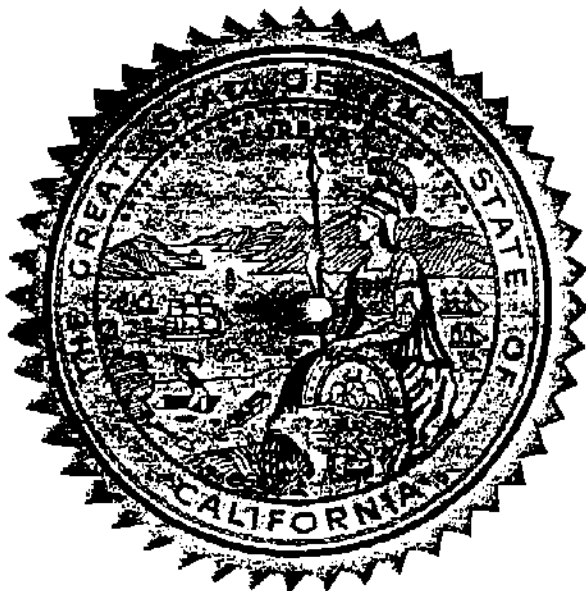
State
of
California
OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAY 20 1988



March Fong Eu

Secretary of State

REC'D 2/11/77
File No. 10653

816660 FILED

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

JUN 1 1977

ARTICLES OF INCORPORATION

OF

WINDWOOD FOREST HOMEOWNERS ASSOCIATION

MARKEN FONG EU, Secretary of State

[Signature]
Secretary

ONE: The name of this corporation ("Association herein) is WINDWOOD FOREST HOMEOWNERS ASSOCIATION.

TWO: The purposes for which the Association is formed are:

(a) The specific and primary purposes are to bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a residential condominium project known as WINDWOOD FOREST ("Project"), and by operating, managing and maintaining Common Areas and Association Properties for the use of all residents in the entire Project, located on Tract No. 9505 in the City of Santa Ana, County of Orange, State of California.

(b) The general purposes and powers are:

1. To promote the common good, health, safety and general welfare of all of the residents within the Project.

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Windwood Forest (the "Declaration") recorded or to be recorded with the Orange County Recorder and applicable to the Project, as such Declaration may be amended from time to time.

3. To enforce applicable provisions of the Declaration, the By-Laws of the Association, the Windwood Forest Rules and Regulations and any other instruments

Restriction of right
to amend articles
Yes

for the management and control of the Project and the Association Properties; to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Areas, Association Properties and other amenities in the Project; to employ personnel reasonably necessary for administration, operation and control of the Common Areas and Association Properties in the Project, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, special assessments or governmental charges which are or may become a lien on any portion of the Common Areas or Association Properties as defined in the Declaration.

4. To 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; and

5. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statements of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree,

engaged in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

THREE: The Association is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOUR: The County in this State where the principal office for the transaction of the business of the Association is located is Orange County.

FIVE: The authorized number and qualifications of Members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

SIX: The number of Directors of this corporation shall be five (5) and said number may be changed by a duly adopted amendment to the By-Laws, except that in no event may the number of Directors be less than three (3).

The names and addresses of the persons who are appointed to act as the first Directors of this corporation and to continue to act as such Directors until the election and qualification of the successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS D. PECKENPAUGH	4100 MacArthur Boulevard Post Office Box 2710 Newport Beach, California 92663
F. SCOTT JACKSON	4100 MacArthur Boulevard Post Office Box 2710 Newport Beach, California 92663
DAVID G. BARATTI	4100 MacArthur Boulevard Post Office Box 2710 Newport Beach, California 92663

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RICHARD E. KNECHT

4100 MacArthur Boulevard
Post Office Box 2710
Newport Beach, California 92663

CHERYL JAMES

4100 MacArthur Boulevard
Post Office Box 2710
Newport Beach, California 92663

SEVEN: Amendment of these Articles shall require the vote or written consent of at least fifty-one percent (51%) of the voting power of both the Class A and Class B members.

EIGHT: The Association may be dissolved with the vote or written consent of the membership representing at least fifty percent (50%) of the voting power of the Association. The Association is one which does not contemplate pecuniary gain or profit of the Members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to the Members in accordance with their respective rights therein. If the Association holds any assets in 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 the Association's principal office is located, upon petition therefor by the Attorney General, or by any person concerned in the liquidation.

