

1480467



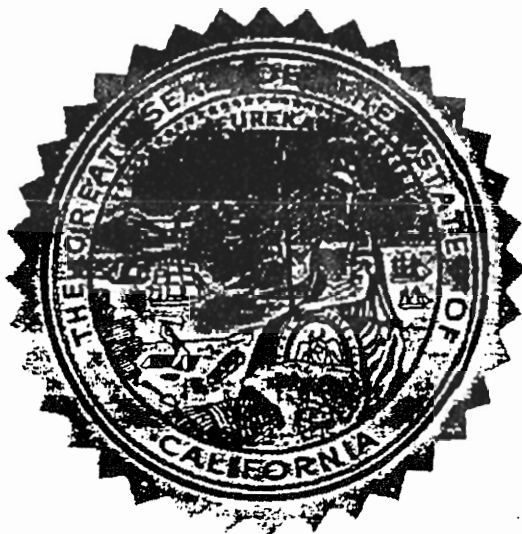
State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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  
APR 26 1990



*March Fong Eu*

Secretary of State

1480467

ARTICLES OF INCORPORATION  
OF  
CHARDONNAY HILLS HOMEOWNERS ASSOCIATION

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

APR 20 1990

ARTICLE I

MARCH FONG EU, Secretary of State

NAME

1.1 The name of this corporation is CHARDONNAY HILLS HOMEOWNERS ASSOCIATION.

ARTICLE II

PURPOSES

2.1 This corporation is a nonprofit, mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law.

2.2 The specific purpose for which this corporation is formed is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended, and of Section 23701(t) of the California Revenue and Taxation Code, as amended, for that certain residential master planned development known as "Chardonnay Hills Homeowners Association," located in the County of Riverside, State of California.

2.3 Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

2.4 The corporation may also exercise the powers granted to a nonprofit, mutual benefit corporation enumerated in Section 7140 of the California Corporations Code, as same may be amended, from time to time. In addition, the corporation may

exercise the powers granted to an association by Section 374 of the California Code of Civil Procedure and the applicable provisions of Sections 1350 through 1372, inclusive, of the California Civil Code, as same may be amended, from time to time.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

3.1 The name and address of this corporation's initial agent for the service of process is:

Marc I. Simmons  
c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, CA 92390

ARTICLE IV

DIRECTORS

4.1 The names and addresses of the persons who are appointed as first Directors of this corporation are:

Marc I. Simmons                   c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, California 92390

Richard A. Niec                   c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, California 92390

Cheryl A. Van Gaale               c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, California 92390

Michael Rueda                   c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, California 92390

Gary Fatland c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, California 92390

Patti E. Love c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, California 92390

Tammy Glaze c/o Marlborough Development Corporation  
28751 Rancho California Road  
Suite 208  
Rancho California, California 92390

The Directors designated above, or any Directors selected prior to the first election of Directors by the Members of this corporation, shall act as such only until such first election. The number of Directors of this corporation shall be set forth in the By-Laws of this corporation and such number may be changed by amendment to such By-Laws.

ARTICLE V  
AMENDMENTS

5.1 So long as the two-class voting structure provided for in the By-Laws shall remain in effect, these Articles may be amended only by the vote or written assent of Delegates representing sixty-seven percent (67%) of the voting power of each class of Members, and by the vote or written assent of sixty-seven percent (67%) of the members of the Board of Directors. At such time as the Class B membership shall cease and be converted to Class A membership, as set forth in the By-Laws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

(a) Delegates representing sixty-seven percent (67%) of the voting power of the corporation;

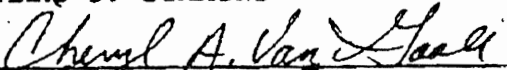
(b) Delegates representing sixty-seven percent (67%) of the votes of Members, other than the Declarant (as defined in the Declaration); and

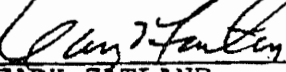
(c) Sixty-seven percent (67%) of the members of the Board of Directors.

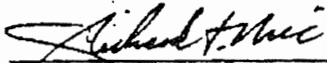
Notwithstanding the foregoing, Delegates representing the percentage of a quorum of the Members, or of the Members other than the Declarant, necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

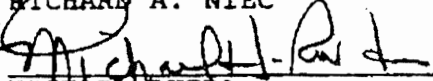
IN WITNESS WHEREOF, the undersigned, constituting all of the first Directors, have executed these Articles of Incorporation this 18th day of April, 1990.

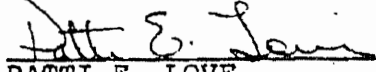
  
\_\_\_\_\_  
MARC I. SIMMONS

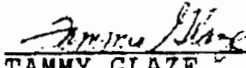
  
\_\_\_\_\_  
CHERYL A. VAN GAALE

  
\_\_\_\_\_  
GARY FATLAND

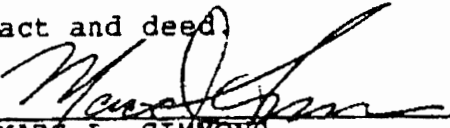
  
\_\_\_\_\_  
RICHARD A. NIEC

  
\_\_\_\_\_  
MICHAEL RUEDA

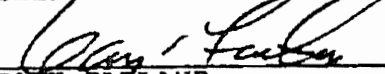
  
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PATTI E. LOVE

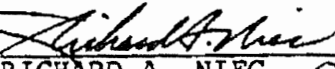
  
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TAMMY GLAZE

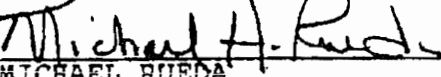
We declare that we are the persons who executed the above Articles of Incorporation, and that this instrument is our act and deed.

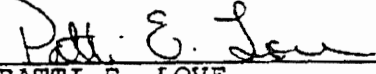
  
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MARC I. SIMMONS

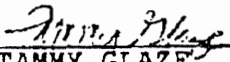
  
\_\_\_\_\_  
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\_\_\_\_\_  
GARY FATLAND

  
\_\_\_\_\_  
RICHARD A. NIEC

  
\_\_\_\_\_  
MICHAEL RUEDA

  
\_\_\_\_\_  
PATTI E. LOVE

  
\_\_\_\_\_  
TAMMY GLAZE



**State of California**  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 6 page(s) has been compared with the record on file in this office, 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 day of

OCT 04 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON  
Secretary of State

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the president and the secretary, respectively, of CHARDONNAY HILLS HOMEOWNERS ASSOCIATION.
2. Article V of the Articles of Incorporation of this corporation is hereby deleted in its entirety and the following new Article V is substituted in lieu thereof:

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

ARTICLE V

AMENDMENTS

SEP 15 2006

Amendments to these Articles shall be enacted by requiring the vote or written assent of:

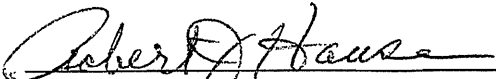
- (a) Sixty-seven percent (67%) of a quorum of the Members; and
- (b) Sixty-seven percent (67%) of the members of the Board of Directors.

Notwithstanding the foregoing, a quorum necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 09/07/06

  
ROBERT HOUSE, President

  
DELBERT MAYSEY, Secretary