

State
of
California

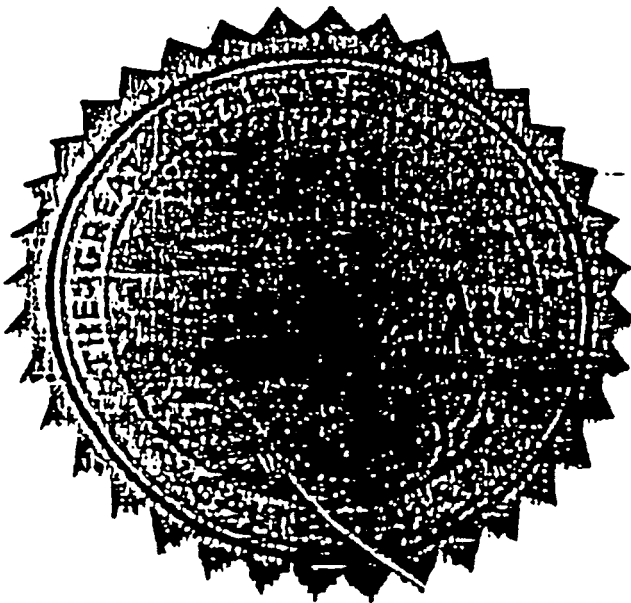
OFFICE OF THE SECRETARY OF STATE

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

NOV 6 - 1980



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT

ENDORSED
FILED

OF

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

ARTICLES OF INCORPORATION

OCT 30 1980

MARION FONG III, Secretary of State
By JAMES E. HARRIS
Deputy

HALE HUNNER and CHARLOTTE TAYLOR certify that:

1. They are the President and the Secretary, respectively,
of HUNTINGTON CONTINENTAL TOWN HOUSE ASSOCIATION NUMBER TWO, INC.

2. At a meeting of the Board of Directors of the corporation,
duly held at Huntington Beach, California, on 10/9/80
1980, the following resolution was adopted:

"RESOLVED: That Article I of the Articles of
Incorporation of this corporation is amended
to read as follows:

"The name of this corporation is
VILLAGE TOWNHOMES, INC."

3. The members have adopted the amendment by resolution at
a meeting held at Huntington Beach, California, on 10/9/80
10/9/80, 1980. The wording of the amended Article, as set forth
in the members' resolution, is the same as that set forth in the
Directors' resolution in Paragraph 2 above.

4. The number of members who voted affirmatively for the
adoption of the resolution is 93, and the number
of members constituting a quorum is 23.

Hale Hunner
HALE HUNNER, President

Charlotte Taylor
CHARLOTTE TAYLOR, Secretary

ARTICLES OF INCORPORATION

OF

HUNTINGTON CONTINENTAL TOWN HOUSE ASSOCIATION
NUMBER TWO, INC.

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California
SEP 20 1963
FRANK H. JORDAN, Secretary of State
by JAMES E. JARRIS

ARTICLE I

The name of the corporation is:

HUNTINGTON CONTINENTAL TOWN HOUSE ASSOCIATION NUMBER TWO, INC.

ARTICLE II

SPECIFIC AND PRIMARY PURPOSES

The specific and primary purpose for which the corporation is formed is to own, operate and maintain certain property and improvements to be used in common by and for the benefit of the owners of residences constructed on lots within Tract 6062, as shown in the Miscellaneous Maps in the office of the Recorder of Orange County, California.

ARTICLE III

ADDITIONAL PURPOSES

In addition to the primary purpose, the corporation shall have the general purposes and powers to accept such property and improvements within such tracts upon recordation thereof as may be conveyed to the corporation and to maintain and otherwise manage, landscaping, parking areas, walk areas and recreational facilities upon such property; to pay all taxes and assessments which may be properly levied or assessed against such property or other property acquired by or owned by the association; to repair, maintain, rehabilitate and restore the real property with the said tracts and any improvements located thereon; to file liens upon lots within said tracts to secure the payment of obligations due from the owner thereof to the corporation and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said demands, and to do all other acts necessary to the filing, maintenance and discharge of said liens; and to take any action necessary to enforce the covenants, restrictions, reservations and conditions which at

present or in the future affect the property in said tracts, either by recording instructions, By-Laws of the corporation, rules and regulations of the corporation, or in any other way created; and in addition thereto, to do any and all lawful things and acts which the corporation, at any time, and from time to time, shall, in its discretion, deem to be to the best interests of the members of the corporation, and to pay all costs and expenses in connection therewith and in connection with any and all the purposes of the corporation, and further, to do any and all lawful things which may be advisable, proper, authorized or permitted to be done by the corporation under and by virtue of any condition, covenant, restriction, reservation, charge or assessment affecting said subdivision, or any portion hereof; and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the members of the corporation, and further, to do any and all things and exercise all rights and powers permitted to non-profit corporations under the laws of the State of California, including the power to mortgage or encumber any property owned by it.

ARTICLE IV

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

ARTICLE V

The county in the State of California where the principal office for the transaction of the business of the corporation is located is Orange County.

ARTICLE VI

HUNDER AND NAME OF DIRECTORS

The number of directors of this corporation to act initially shall be five, but such number may be changed by By-Laws duly adopted. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:
1. Broad, 1811 West Katella, Anaheim, California
2. John H. Lucky, 1811 West Katella, Anaheim, California
3. Peter Miller, 1811 West Katella, Anaheim, California

4. Eugene S. Rosenfeld, 1811 West Katella, Anaheim, California
5. Harlene Cordos, 1811 West Katella, Anaheim, California

ARTICLE VII

MEMBERSHIP

The corporation shall be non-stock and shall be owned equally by its members and no dividends or pecuniary profits shall be paid to its members. Membership in this corporation shall be regulated by the By-Laws.

ARTICLE VIII

NON-DISCRIMINATION

The corporation shall not execute or file for record any documents which imposes a restriction upon the sale, lease or occupancy of property subject to an insured mortgage on the basis of race, color or creed.

IN WITNESS WHEREOF, the undersigned and above named incorporators and first directors of this corporation have executed these Articles of Incorporation on the 18th day of September, 1963.

/s/ Eli Broad

 Eli Broad

/s/ Byron H. Lasky

 Byron H. Lasky

/s/ Ellis Peter Miller

 Ellis Peter Miller

/s/ Eugene S. Rosenfeld

 Eugene S. Rosenfeld

/s/ Harlene Cordos

 Harlene Cordos

STATE OF CALIFORNIA }
) SS:
 COUNTY OF LOS ANGELES }

On September 18, 1963, before me, a Notary Public in and for said County and State, personally appeared ELI BROAD, BYRON H. LASKY, ELLIS PETER MILLER, EUGENE S. ROSENFELD and HARLENE CORDOS, 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.

