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ROBERT D. ZUMWALT
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ENDORSED
FILED
In the office of the Secretary of State
of the State of California
MAR 17 1977
JARCH FONG III, Secretary of State
Janet E. Jauregui
Deputy

ARTICLES OF INCORPORATION

OF

TIMBERLANE II PROPERTY OWNERS ASSOCIATION

ARTICLE I

The name of this corporation (hereinafter called the "Association") is TIMBERLANE II PROPERTY OWNERS ASSOCIATION.

ARTICLE II

The principal office for the transaction of business of the Association is located in San Diego County, State of California.

ARTICLE III

This Association is organized pursuant to the General Non-profit Corporation Law of the State of California.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the residence living units, Garages and Common Area (as defined in the Declaration to which reference is hereafter made) within that

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certain real property situated in the County of San Diego, California, more particularly described as:

Parcels 1 and 2 of Parcel Map No. 5542
filed in the Office of the County Recorder of San Diego County, California on February 7, 1977, and

Parcel 2 of Parcel Map No. 5086 filed
in the Office of the County Recorder of San Diego County, California on September 14, 1976;

and to promote the health, safety and welfare of all of its members who shall be owners of Condominiums (as defined in the Declaration) within the above-described property and any additions thereto which may be brought within the jurisdiction of the Association for these purposes.

ARTICLE V

In furtherance of said purposes, this Association shall have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the property, owners of which are members of this Association, and recorded or to be recorded in the Office of the County Recorder of San Diego County, California;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and

governmental charges levied or imposed against the property of the Association;

(c) 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 Association;

(d) Dedicate, sell or transfer all or any part of the Common Area (as defined in the Declaration) as provided in and subject to the provisions of the Declaration;

(e) Borrow money, and only with the assent (by vote or written consent) of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property in addition to the property described in Article IV above, provided that any merger, consolidation or such annexation shall have the assent by vote of two-thirds (2/3) of each class of members or by the written consent of all the members;

(g) Have and 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.

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

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium which is subject by covenants of record to assessment by the Association shall be a member of the Association. 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 Association.

ARTICLE VII

This Association shall have two classes of voting membership:

Class A. Class A members shall be all owners of a Condominium with the exception of Declarant (as defined in the Declaration) and shall be entitled to one (1) vote for each Condominium owned. When more than one person holds an interest in any Condominium, all such persons shall be members. The vote for such Condominium shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Condominium.

Class B. The Class B member(s) shall be the Declarant and shall be-entitled to three (3) votes for each Condominium owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Two (2) years following the date of original issuance by the California Department of Real Estate of the most recently issued Final Subdivision Public Report for a phase of development of the property described in Article IV; or

(c) Four (4) years following the date of original issuance by the California Department of Real Estate of the first Final Subdivision Public Report for the development of the property described in Article IV.

ARTICLE VIII

The affairs of this Association shall be managed by a Board of five (5) Directors who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Peter E. Riddle	Coronado, California
Darryl O. Solberg	San Diego, California
Jerold H. Goldberg	San Diego, California
Dana H. Mitchell	San Diego, California
Diana S. Mueller	San Diego, California

ARTICLE IX

Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

This Association shall exist perpetually.

ARTICLE XI

This Association shall have no shares of stock.

ARTICLE XII

Amendment to these Articles of Incorporation shall require the assent (by vote or written consent) of members representing

seventy-five percent (75%) of more 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 corporation, have executed these Articles of Incorporation this 16th day of March, 1977.

/s/ Peter F. Riddle
PETER E. RIDDLE

/s/ Darryl O. Solberg
DARRYL O. SOLBERG

/s/ Jerold H. Goldberg
JEROLD H. GOLDBERG

/s/ Dana H. Mitchell
DANA H. MITCHELL

/s/ Diana S. Mueller
DIANA S. MUELLER

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

On March 16, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared PETER E. RIDDLE, DARRYL O. SOLBERG, JEROLD H. GOLDBERG, DANA H. MITCHELL and DIANA S. MUELLER, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

/s/ Alex C. McDonald
ALEX C. McDONALD