

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

OCT 9 - 1980



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
INDIAN HEAD RANCH ASSOCIATION

**ENDORSED
FILED**

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

OCT 9 1960

MARGH FONG EU, Secretary of State

Colleen R. Petersen
Deputy

ARTICLE I
NAME

The name of the corporation (hereinafter called the "Association") is INDIAN HEAD RANCH ASSOCIATION.

ARTICLE II
PURPOSES OF THE ASSOCIATION

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

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the residence units and common area within that certain real property situated in the County of San Diego, California known as the Indian Head Ranch Planned Development Project and to promote the health, safety and welfare of all the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, all according to that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" recorded or to be recorded with respect to said property in the Office of the Recorder of San Diego County.

ARTICLE III
LIMIT ON POWERS

Notwithstanding any statement herein to the contrary, the Association shall not, except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of its specific and primary purposes. This Association is intended to qualify as a Homeowner's Association under the applicable provisions of the United States Internal Revenue Code, Section 528, and of California Revenue and Taxation Code of California, Section 23701t, as they be amended from time to time. No part of the net earnings of this Association shall inure to the benefit of any private individual except as

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MILLER, STARR
& REGALIA

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OAKLAND, CALIF. 94612
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expressly provided in those Sections with respect to the acquisition, construction or provision for management, maintenance and care of the Association property, and other than by a rebate of excess membership dues, fees or assessments.

ARTICLE IV
GOVERNANCE

The rights of members, number of members of 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 By-Laws.

ARTICLE V
AGENT FOR SERVICE OF PROCESS

The name and address of the Association's initial agent for service of process is: John Blessen, DiGiorgio Development Corp, One Maritime Plaza, San Francisco, CA 94111.

ARTICLE VI
DISSOLUTION

In the event of the dissolution, liquidation or winding-up of the Association, upon or after termination of the Project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be divided among and distributed to its members in accordance with their respective rights therein.

ARTICLE VII
AMENDMENTS

Amendments to these Articles shall require the affirmative vote or written assent of the members as follows:

- A. 1. At least a bare majority of the votes of all members of the Association; and
2. At least a bare majority of the votes of members other than the Declarant (as defined in the By-Laws); or

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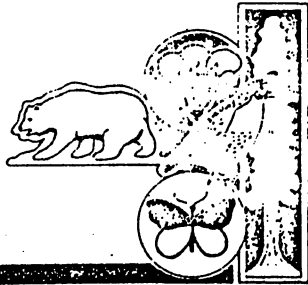
B. Where the two (2) class voting structure is in effect (as provided in the By-Laws), a majority of each class of members.

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 ___ day of October 6, 1980.

I hereby declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.

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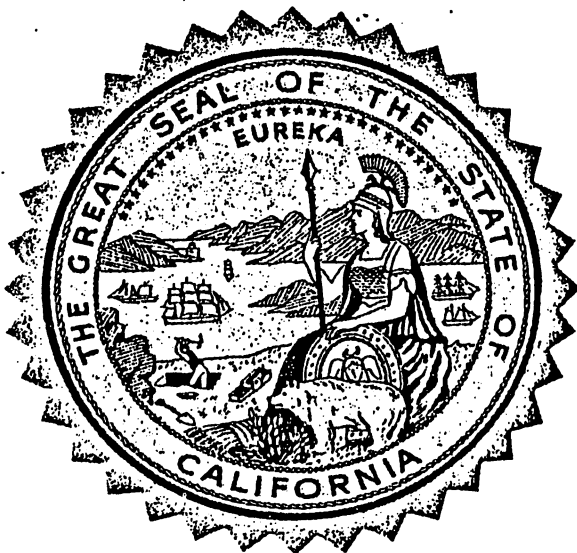
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OFFICE OF THE SECRETARY OF STATE

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.

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this certificate and affix the Great
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NOV 10 1980



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
NOV 10 1980
MARCH FURUS Ed, Secretary of State
By JAMES E. HARRIS
Deputy

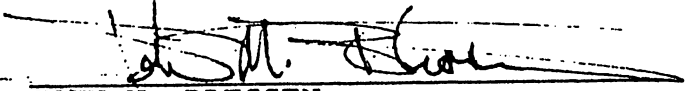
JOHN M. BLESSEN certifies that:

1. He is the sole incorporator of INDIAN HEAD RANCH ASSOCIATION, a California nonprofit mutual benefit corporation.

2. He hereby adopts the following amendment of the Articles of Incorporation of this Corporation:

The Articles of Incorporation of this corporation are amended and restated to read as shown on Exhibit "A" as attached and by this reference made a part hereof.

3. No directors of the Corporation have been elected and the Corporation has no members.



JOHN M. BLESSEN
Incorporator

The undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true of his own knowledge.

Executed at San Francisco, California on
November 5, 1980.



JOHN M. BLESSEN

AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
INDIAN HEAD RANCH ASSOCIATION

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ARTICLE VII
AMENDMENTS

Amendments to these Articles shall require the affirmative vote or written assent of the members as follows:

- A. At least a bare majority of the votes of members of the Board of Directors; and
- B. 1. Where a one (1) class voting structure is in effect:
 - (i) At least a bare majority of the votes of all members of the Association; and
 - (ii) At least a bare majority of the votes of members other than the Declarant (as defined in the By-Laws); or

2. Where the two (2) class voting structure is in effect (as provided in the By-Laws), a majority of each class of members.

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