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State
of
California

OFFICE OF THE SECRETARY OF STATE

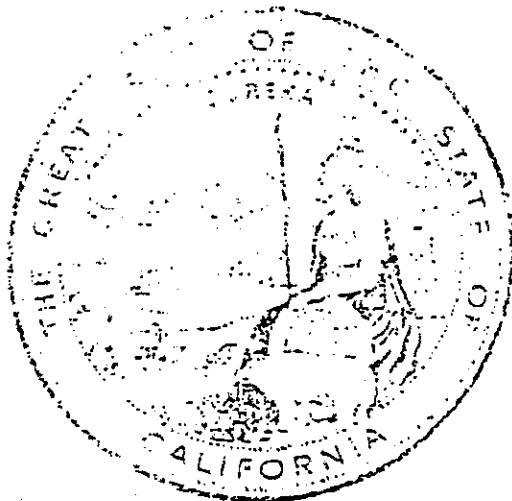
CORPORATION DIVISION

L. 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

MAY 19 1993



March Fong Eu

Secretary of State

Statement Pursuant to
California Govt. Code Section 12956.1

As Amended by SB1148

If this document contains any restriction based on race, color, religion, sex, familial status, marital status, disability, national origin, or ancestry, that restriction violates State and Federal Fair Housing laws, and is void. Any person holding an interest in this property may request that the County Recorder remove the restrictive covenant language pursuant to subdivision (c) of Section 12956.1 of the Government Code.

CALIFORNIA CIVIL CODE SECTION 1352.5
RESTRICTIVE COVENANTS; DELETION FROM DECLARATION OR OTHER GOVERNING DOCUMENT

(a) No declaration or other governing document shall include a restrictive covenant in violation of Section 12955 of the Government Code.

(b) Notwithstanding any other provision of law or provision of the governing documents, the board of directors of an association, without approval of the owners, shall amend any declaration or other governing document that includes a restrictive covenant prohibited by this section to delete the restrictive covenant, and shall restate the declaration or other governing document without the restrictive covenant but with no other change to the declaration or governing document.

(c) If after providing written notice to an association requesting that the association delete a restrictive covenant that violates subdivision (a), and the association fails to delete the restrictive covenant within 30 days of receiving the notice, the Department of Fair Employment and Housing, a city or county in which a common interest development is located, or any person may bring an action against the association for injunctive relief to enforce subdivision (a). The court may award attorney's fees to the prevailing party.

ARTICLES OF INCORPORATION
OFWILDFLOWER ESTATES OWNERS ASSOCIATIONENDORSED
FILEDIn the office of the Secretary of State
of the State of California

MAY 19 1993

ONE: The name of this corporation ("Association herein) is WILDFLOWER ESTATES OWNERS ASSOCIATION.

TWO: 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.

THREE: The Association's initial agent for service of process is Al F. Mayo, whose business address is 1722 Kettering, Irvine, California 92714-5668.

FOUR: The Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, provided that the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Wildflower Estates, recorded or to be recorded with the San Diego County Recorder, in the Bylaws of the Association, in Section 23701t of the California Revenue and Taxation Code, and in Section 528 of the Internal Revenue Code, all as amended from time to time.

FIVE: The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws. So long as there are two classes of Membership, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Association, and (ii) Members representing seventy-five percent (75%) or more of the voting power of each class of Members. After conversion of the Class B Membership to Class A Membership, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Association, (ii) Members representing seventy-five percent (75%) or more of the total voting power of the Members, and (iii) Members representing seventy-five percent (75%) or more of the voting power of the Members other than the Subdivider of the Project ("Declarant").

The undersigned, who is the incorporator of the Association, has executed these Articles of Incorporation on

May 18, 1993.

Al F. Mayo