ENDORSED
FILED
in the office of the Secretary of State
of the State of California
AUG 2 1 1968
JORDAN, Secretary of State
By P. C. VOGEL
Deputy

ARTICLES OF INCORPORATION
OF
VILLAGE PARK
COMMUNITY ASSOCIATION

551724

RECEIVED
JUN 6 1968
ORANGE COUNTY
PLANNING COMMISSION

In compliance with the requirements of Title 1, Division 2, Part 1 of the Corporations Code of the State of California, the undersigned, all of whom are residents of Orange County and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby certify:

ARTICLE I

The name of the corporation is VILLAGE PARK COMMUNITY ASSOCIATION, hereafter called the "Association".

ARTICLE II

The principal office of the Association is fixed and located in the County of Orange, State of California.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain property in the County of Orange, State of California, described as Tract 6520, as per Map recorded in Book 244, pages 24 and 25 of Miscellaneous Maps in the office of the County Recorder of said County, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article VIII herein, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Orange County Recorder and as the same may be amended from time to time as therein provided, a copy of said Declaration being attached hereto, marked Exhibit "A" and incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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 or 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) Borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit 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 IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or is the lessee of any Lot with an option to purchase which is subject by covenants of record to assessment by the Association, including any contract seller, is hereby defined to be an owner and 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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE V

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in Article IV with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VI. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration). The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article IV, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either 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) On December 31, 1973.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws 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:

Name	Address
W. Stephen Smith III	c/o The Irvine Company Irvine, California
James F. Bailey	c/o The Irvine Company Irvine, California
Sheldon Smart	c/o The Irvine Company Irvine, California
John M. Sickler	c/o The Irvine Company Irvine, California
David Olson	404 Loma Terrace Drive, Apt. D Laguna Beach, California
A.P. Lench, III	4004 Loma Riviera Circle San Diego, California
Ted P. Odmark	2600 Torrey Pines Road La Jolla, California
Gary L. Fitzgerald	6104 Laport La Mesa, California
C. Regan Esper	2966 Arcola Street San Diego, California

At the first annual meeting the members shall elect five directors for a term of one year and four directors for a term of two years; and at each annual meeting thereafter the members shall elect directors for a term of two years to succeed those directors whose terms have expired.

ARTICLE VII

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed $100,000.00 while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

ARTICLE VIII

ANNEXATION OF ADDITIONAL PROPERTIES

Section 1. The Association may, at any time, annex additional residential properties and common areas to the property described in Article III, and so add to its membership under the provisions of Article IV, provided that any such annexation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

Section 2. If, within five (5) years of the date of incorporation of this Association, the Declarant should develop additional lands within the area described in Exhibit "A" which is attached hereto and by this reference made a part hereof, such additional lands may be annexed to said property without the assent of the Class A members; provided, however, that the development of the additional lands described in this section shall be in accordance with a general plan submitted to the Federal Housing Administration, or the Veterans Administration, if such financing is offered, and if not offered said development shall be in accordance with a general plan submitted to the Real Estate Commissioner of the State of California. Detailed plans for the development of additional lands must be submitted to the Federal Housing Administration, the Veterans Administration, or the Real Estate Commissioner prior to such development. If either the Federal Housing Administration, the Veterans Administration, or the Real Estate Commissioner determines that such detailed plans are not in accordance with the general plan on file and either agency so advises the Association and the Declarant, the annexation of the additional lands must have the assent of two-thirds (2/3) of the Class A members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting setting forth the purpose of the meeting. At this meeting, the presence of members or of proxies entitled to cast sixty per-cent (60%) of all of the votes of the Class A membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes; provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE X

AUTHORITY TO MORTGAGE

Any mortgage or deed of trust by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the Class B membership, if any.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by the Secretary of the Association certifying that such dedication, sale or transfer has been approved by two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership.

ARTICLE XII

DISSOLUTION

The Association may be dissolved upon the vote or written assent of fifty percent (50%) or more of the voting power. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association; provided, however, that such non-profit corporation, association, trust or other organization shall qualify for exemption from the payment of Federal income tax under the appropriate section of the Internal Revenue Code as amended from time to time. In no event shall any corporate assets inure to the benefit of any person or individual or any members or directors of this corporation.

ARTICLE XIII

NON-PROFIT LAWS

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California. This corporation is not organized and shall not be operated for profit. This corporation does not contemplate pecuniary gain or profit to the members thereof, and the funds of this corporation, regardless of the source thereof, shall be used exclusively in the promotion of the business and purposes of the corporation in such manner as the Board of Directors may from time to time determine. No part of the net earnings, if any, of this corporation shall be distributed to or inure to the benefit of any of its members or to the benefit of any private individual.

ARTICLE XIV

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VII THRU XII

In order to take action under Articles VII through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more

than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum, except for Article VIII, Section 2, where the quorum requirement is specifically set forth. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than thirty (30) days following the preceding meeting. In the event that the required voting power of the membership is not present in person or by proxy, the written assent of members not present may be combined with the votes of those present to ascertain if the required voting power has adopted the action taken at such meeting.

ARTICLE XV

AMENDMENTS

Amendment of these Articles shall require the vote or written assent of seventy-five percent (75%) of the entire membership.

ARTICLE XVI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration and/or the Veterans Administration if such financing is offered: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

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 8th day of July, 1968.

STATE OF CALIFORNIA }
COUNTY OF SAN DIEGO } ss.

On July 8th, 1968, before me, the undersigned, a Notary Public in and for said State, personally appeared

W. Stephen Smith, III	James F. Bailey	G. F. Fitzgerald
John M. Sickler	Ted P. Odmark	C. Roman Esper
Sheldon Smart	David L. Olson	A. P. Jench

known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

BARBARA D. VER MEER
NOTARY PUBLIC
Principal Office, San Diego Co. Calif.

Notary Public in and for said County and State.

My Commission Expires April 11, 1970