

SJD:dld 9/20/79 VT4
File No. 11790

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EXHIBIT "B"

ARTICLES OF INCORPORATION OF THE ASSOCIATION

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EXHIBIT A
AMENDED ARTICLES OF INCORPORATION
OF
HARBOUR VISTA HOMEOWNERS' ASSOCIATION, INCORPORATED

ONE: The name of this corporation ("Association" herein) is HARBOUR VISTA HOMEOWNERS' ASSOCIATION, INCORPORATED.

TWO: The purposes for which the Association is formed are:

(a) The specific and primary purposes are to bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a residential condominium project known as HARBOUR VISTA CONDOMINIUMS ("Project"), and by operating, managing and maintaining Common Areas for the use of all residents in the entire Project, located in the City of Huntington Beach, County of Orange, State of California.

(b) The general purposes and powers are:

1. To promote the common good, health, safety and general welfare of all of the residents within the Project.

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for HARBOUR VISTA CONDOMINIUMS (the "Declaration") recorded or to be recorded with the Orange County Recorder and applicable to the Project, as such Declaration may be amended from time to time.

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3. To enforce applicable provisions of the Declaration, the By-Laws of the Association, the Rules and Regulations and any other instruments for the management and control of the Project; to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Areas, and any other amenities in the Project; to employ personnel reasonably necessary for administration, operation and control of the Common Areas in the Project, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, special assessments or governmental charges which are or may become a lien on any portion of the Common Areas as defined in the Declaration.

4. To have and to 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; and

5. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statements of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the 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 the Association.

THREE: The Association is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOUR: The County in this State where the principal office for the transaction of the business of the Association is located is Orange County.

FIVE: The authorized number and qualifications of Members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

SIX: The authorized number of Directors of this corporation shall be five (5) and said number may be changed by a duly adopted amendment to the By-Laws, except that in no event may the authorized number of Directors be less than the minimum prescribed by California Law.

The names and addresses of the persons who are appointed to act as the first Directors of this corporation and to continue to act as such Directors until the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
FRANK WOOLSEY	4001 Diablo Circle Huntington Beach, CA 92649
CURTIS WOOLSEY	17731 Falkirk Lane Huntington Beach, CA 92649
CHARLES HERMANSEN	615-17th Street Huntington Beach, CA
STEVE HOWELL	3400 Edinger, Apt. F-203 Huntington Beach, CA
STEVE WOOLSEY	17731 Falkirk Lane Huntington Beach, CA 92649

SEVEN: Amendment of these Articles of Incorporation shall require the vote or written consent of at least (1) a majority of the voting power of each class of the Members, and (2) fifty-one percent (51%) of the voting power of the Association residing in Members other than the Subdivider ("Grantor") of the Project.

EIGHT: The Association is one which does not contemplate pecuniary gain or profit to the Members thereof and it is organized solely for nonprofit purposes. Upon the dissolution of the Association incident to the abandonment or termination of the Project, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to the Members in accordance with their respective rights therein. Upon dissolution or reorganization of the Association incident to the continued operation of the Project, the assets shall be distributed, granted, conveyed and assigned to a nonprofit fund, trust, corporation or other organization which is organized and operated for similar purposes. If the Association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the Association's principal office is located, upon petition therefor by the Attorney General, or by any person concerned in the liquidation.

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HABROUR VISTA HOMEOWNERS' ASSOCIATION, INCORPORATED

FRANK WOOLSEY, CURTIS WOOLSEY, CHARLES HERMANSEN,
STEVE HOWELL and STEVE WOOLSEY certify that:

1. They constitute all of the incorporators of HARBOUR VISTA HOMEOWNERS' ASSOCIATION, Incorporated a California corporation (the "Corporation").
2. They hereby adopt the following amendment of the Articles of Incorporation of the Corporation: "The Articles of Incorporation of Harbour Vista Homeowners' Association, Inc. are amended in full to read as set forth in Exhibit A attached hereto."
3. The Corporation has admitted no members other than the incorporators.

Frank Woolsey
FRANK WOOLSEY, Incorporator

Curtis Woolsey
CURTIS WOOLSEY, Incorporator

Charles Hermansen
CHARLES HERMANSEN, Incorporator

Steve Howell
STEVE HOWELL, Incorporator

Steve Woolsey
STEVE WOOLSEY, Incorporator

The undersigned declare under penalty of perjury that the matter set forth in the foregoing certificate are true of their own knowledge. This Certificate of Amendment is executed at Huntington Beach, California on 10/15, 1979.

Frank Woolsey
FRANK WOOLSEY

Curtis Woolsey
CURTIS WOOLSEY

Charles Hermansen
CHARLES HERMANSEN

Steve Howell
STEVE HOWELL

Steve Woolsey
STEVE WOOLSEY