

## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 04 1999

A handwritten signature in cursive script, reading 'Bill Jones', is written over a horizontal line.

Secretary of State

ARTICLES OF INCORPORATION  
OF  
SEA COUNTRY - THE VILLAGES COMMUNITY ASSOCIATION

ENDORSED - FILED

in the office of the Secretary of State  
of the State of California

JUN 01 1999

## ARTICLE I

BILL JONES, Secretary of State

NAME

The name of the corporation (hereinafter called "the Association") is SEA COUNTRY - THE VILLAGES COMMUNITY ASSOCIATION.

## ARTICLE II

PURPOSE

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California. The purpose of this corporation ("the Association") is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purpose for which the Association is formed is to be a "homeowners' association" to manage a common interest development under the Davis-Stirling Common Interest Development Act, and as such to engage in any lawful act or activity which a homeowners' association may engage in under the aforementioned laws; in furtherance of the foregoing, Association is organized and operated to provide for the acquisition, management, administration, maintenance, preservation and/or architectural control of property or interests held by the Association or for which it is responsible pursuant to the provisions of that certain Master Declaration of Covenants, Conditions, Restrictions and Grant of Easements for Sea Country - The Villages, recorded or to be recorded in the Official Records of Los Angeles County, California ("Declaration"), which Declaration was made by SCH Housing No. 4, LLC, a Delaware limited liability company and Sea Country Carson, LLC, a Delaware limited liability company (collectively "Declarant"). No part of the net earnings, if any, of this Association shall inure to the benefit of any of its Members or to the benefit of any private individual (other than by acquiring, constructing, or providing management, maintenance, and care of property held by the Association, and other than by rebates of excess membership dues, fees, or assessments).

## ARTICLE III

## AGENT FOR SERVICE

The name and address of the corporation's initial agent for service of process are: Robert S. Bennett, 3 Corporate Plaza, Suite 100, Newport Beach, California 92660.

## ARTICLE IV

### POWERS OF THE ASSOCIATION

The Association shall have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California may now or hereafter have or exercise.

Notwithstanding any of the purposes and powers as set forth herein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

## ARTICLE V

### MEMBERSHIP

The authorized number and qualifications of Members of the Association, the different classes of Members, if any, the property, voting, and other rights and privileges of Members, and their liability for assessments and the method of collecting them shall be controlled by the Bylaws of the Association and the Declaration.

## ARTICLE VI

### AMENDMENTS

Amendment to these Articles of Incorporation requires the vote or written assent of Members representing at least a majority of each class of Members entitled to vote and the vote or written assent of at least a majority of the Board; provided that if a two-class voting structure is not still in effect, then amendment of these Articles of Incorporation shall require: (a) the vote or written assent of at least a majority of the Board; and (b) the vote or written assent of Members representing at least a majority of the voting power of the Association then entitled to vote; and (c) the vote or written assent of Members other than Declarant representing at least a majority of the voting power of the Association then entitled to vote, excluding Declarant's voting power.

ARTICLE VII

DISSOLUTION

If the Association is dissolved, its assets remaining after payment, or provision for payment of, all debts and liabilities of the Association, shall be conveyed to another non-profit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation Law of the State of California or to an appropriate public agency having similar purposes.

While Declarant's (as such term is defined in Article II above) voting power gives it control of the Association, the Association may not be dissolved without the approval of the Veterans Administration.

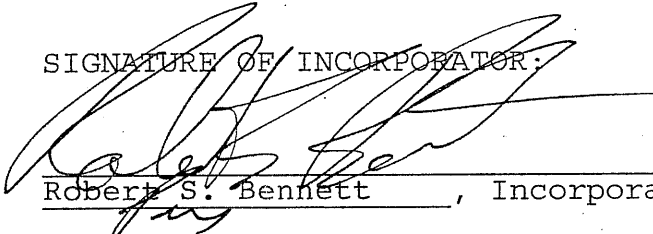
ARTICLE VIII

ASSOCIATION'S MANAGING AGENT AND  
LOCATION OF COMMON INTEREST DEVELOPMENT

The name and address of the Association's initial managing agent as such term is defined in Section 1363.1 of the California Civil Code is: Keystone Pacific Property Management Service, 16845 Von Karman, Suite 200, Irvine, California, 92606. The common interest development which the Association is to manage is located on 228th at Main Street in the City of Carson, County of Los Angeles, State of California having a nine digit zip code of 90745-0000.

SIGNATURE OF INCORPORATOR:

Dated: 5/26/99, 1999

  
Robert S. Bennett, Incorporator