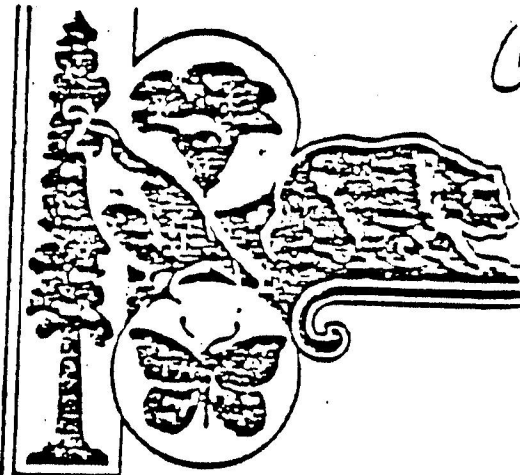


State of California

OFFICE OF THE SECRETARY OF STATE

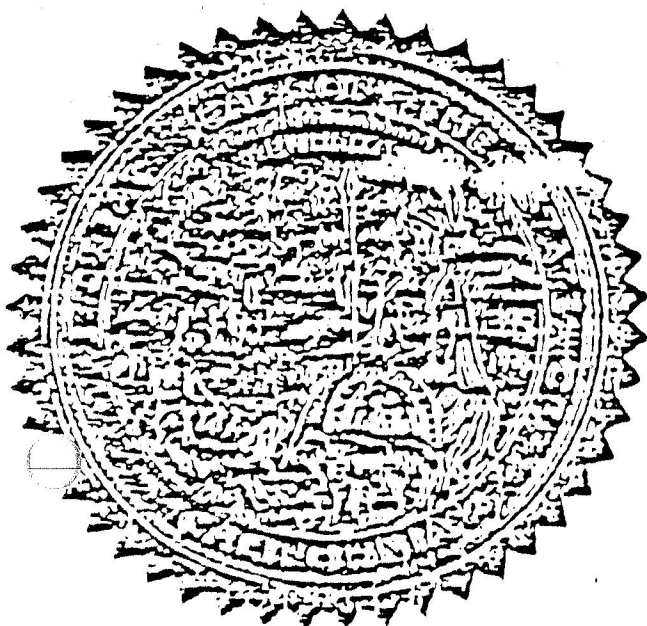


I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

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

AUG 14 1979



March Fong Eu

Secretary of State

937913
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
AUG 1 1979
MARCH 1979 III Secretary of State
By 821 HOLDEN
Deputy

ARTICLES OF INCORPORATION OF
BAYVIEW CONDOMINIUM ASSOCIATION, INC.
A California Non-Profit Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the California General Non-Profit Corporation Law, and we do hereby certify:

ONE: That the name of this corporation is BAYVIEW CONDOMINIUM ASSOCIATION, INC. ("Association" herein).

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

(a) That the primary purposes for which the Association is formed are to form a residential real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association, or commonly held by the members of the Association, and otherwise to act and be operated as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

(b) Subject to the provisions of the recorded or to-be-recorded Declaration of Covenants, Conditions and Restrictions applicable to the project ("Declaration"), the general purposes and powers of the Association are:

1. To promote the health, safety and welfare of the residents within the property;

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration;

3. To fix, levy, collect and enforce payment, by any lawful means, all charges or assessments under the terms of the Declaration and to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied against the property of the Association;

4. To 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;

5. To borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. To have and to exercise any and all powers, rights and privileges that a corporation organized under the General Non-Profit Corporation of the State of California is legally entitled to exercise; and

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

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no way 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. However, the Association shall not, except to a nominal necessary 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 under the General Non-Profit Corporation Law of the State of California.

FOUR: The principal office for the transaction of the business of the Association is in San Mateo County.

FIVE: No part of the net earnings of the Association shall inure to the benefit of any private individual (except through acquiring, constructing, or providing management, maintenance and care of property held by the Association, or commonly held by the members of the Association, or located in the project and owned by members of the Association, or through rebates of excess membership dues fees or assessments.)

SIX: The authorized number and qualifications of members of the Association, the different classes of members, if any, the voting and other rights and privileges for members and their liability for assessments and the method of collecting them shall be controlled by the By-Laws.

SEVEN: The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
1. Robert M. Weekley	11611 San Vicente Blvd. #360 Los Angeles, Ca. 90049
2. Brian T. Prinn	11611 San Vicente Blvd. #360 Los Angeles, Ca. 90049
3. James M. O'Brien	11611 San Vicente Blvd. #360 Los Angeles, Ca. 90049