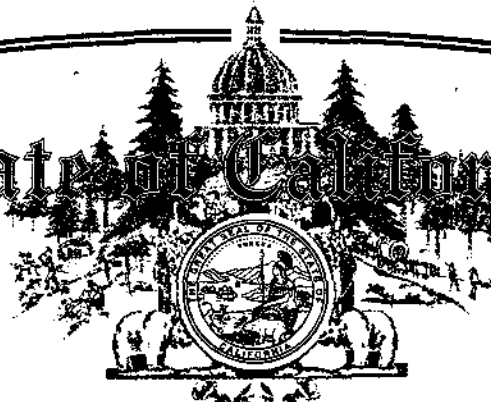


State of California



SECRETARY OF STATE

OFFICE OF THE SECRETARY OF STATE
176
3 pages

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

That the attached transcript 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

JUL 12 1968



Bill Jones

Secretary of State

JUL 21 1993

BILL JONES, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PARADISE COVE OF FAIRFIELD
OWNERS' ASSOCIATION

ARTICLE I
NAME

The name of the corporation is PARADISE COVE OF FAIRFIELD OWNERS' ASSOCIATION.

ARTICLE II
PURPOSES OF THE CORPORATION

• This corporation is a nonprofit mutual benefit corporation organized under the California 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. This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The common interest development is located at Peppertree Drive and Avenido Del Lago, Fairfield, California 94533-0000. The corporation has not yet established a corporate office and has no managing agent.

This corporation does not contemplate pecuniary gain or profit to its Members. The specific and primary purposes for which the corporation is formed are to provide for management, administration, maintenance, preservation and architectural control of the Lots and Common Area within the real property ("Project") situated in the City of Fairfield, County of Solano, State of California, commonly known as Paradise Cove, a common interest development of the type commonly referred to as a planned development and to promote the health, safety and welfare of all residents within the Project and such additions as may hereafter be brought within the jurisdiction of the corporation for those purposes, all according to that certain Declaration of Covenants, Conditions and Restrictions of Paradise Cove ("Declaration") recorded or to be recorded with respect to the Project in the Official Records of the County of Solano, State of California.

ARTICLE III
LIMIT ON POWERS

Notwithstanding any statement herein to the contrary, the corporation shall not engage, except to an insubstantial degree, in any activity or exercise any power that is not in furtherance of its specific and primary purposes. This corporation is intended to qualify as a homeowners association under the applicable provisions of Section 528 of the United States Internal Revenue Code ("IRC") and of Section 23701t of the Revenue and Taxation Code of the State of California ("R&TC"), as each may be amended from time to time. No part of the net earnings of this corporation shall inure to the benefit of any private individual except as expressly provided in IRC Section 528 and R&TC Section 23701t with respect to the acquisition, construction or provision for management, maintenance and care of the Project, other than by a rebate of excess assessments.

ARTICLE IV
GOVERNANCE

The rights of Members, number of Members, manner of election of the Directors and all other matters concerning the operation and governance of the corporation shall be as set forth in the Bylaws and the Declaration.

ARTICLE V
AGENT FOR SERVICE OF PROCESS

The name and address of the corporation's initial agent for service of process is:

Philip R. Bates
1210 Central Boulevard
Brentwood, CA 94513

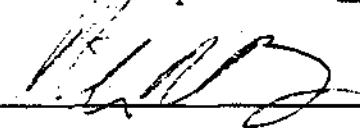
ARTICLE VI
AMENDMENTS

Amendments to these Articles of Incorporation shall require the affirmative vote or written assent of the Members as follows:

- A. Fifty-one percent (51%) of all Directors; and
- B. 1. When a one class voting structure is in effect:
 - (i) Fifty-one percent (51%) of the total voting power of all Members; and


- (ii) Fifty-one percent (51%) of the total voting power of all Members other than Declarant; or
2. When a two class voting structure is in effect:
- (i) Fifty-one percent (51%) of the total voting power of each class of Members; and
 - (ii) The Federal Housing Administration and/or the Department of Veteran's Affairs if either is a First Mortgagee, as defined in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 17 day of July, 1998.



Name: Philip R. Bates

I hereby declare that I am the person who executed the above Articles of Incorporation and that such instrument is my act and deed.



Name: Philip R. Bates

