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State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

MAY - 2 2005

A handwritten signature of Bruce McPherson in cursive script.

BRUCE McPHERSON
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**ARTICLES OF INCORPORATION
OF
PH&L COMMUNITY ASSOCIATION,
A California Nonprofit Mutual Benefit Corporation**

APR 26 2005

I

The name of this corporation ("*Corporation*") is PH&L COMMUNITY ASSOCIATION.

II

- A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.
- B. The specific purpose of this Corporation is to operate a homeowners association within the meaning of Section 237014 of the California Revenue and Taxation Code and Section 528 of the Internal Revenue Code and to manage a common interest development under the Davis-Stirling Common Interest Development Act.

III

The Corporation's initial agent for service of process is Mr. Ronald Martzel, 27240 Turnberry Lane, Suite 100, Valencia, California 91355.

IV

- A. The Corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, provided that the 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 the Corporation.
- B. No part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence federal, state or local legislation of any type. This Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for political office or any proposed legislation.

V

- A. The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws.
- B. So long as there are both Class A and Class B Memberships, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of

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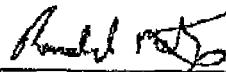
the Board of Directors of the Corporation, and (ii) Members representing a bare majority of the voting power of both Class A and Class B.

- C. After conversion of the Class B Membership to Class A Membership, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Corporation, (ii) a bare majority of the total voting power of the Class A Membership, and (iii) Members representing a bare majority of the voting power of the Class A Membership other than the subdivider of the Community.

VI

The Corporation has no managing agent. The Corporation does not have a corporate office. The common interest development is located at the intersection of Pacific Promenade and Seabluff Drive, Los Angeles, California 90094-0000.

The undersigned, who is the incorporator of the Corporation, has executed these Articles of Incorporation on April 8, 2005.



Ronald Mertz, Incorporator



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