

ARTICLES

NOTICE:

“If this document contains any restriction based on race, color, religion, sex, gender, gender identity, gender expression, sexual orientation, familial status, martial status, disability, genetic information, national origin, source of income as defined in subdivision (p) of Section 12955, or ancestry, that restriction violates state and federal fair housing laws and is void and may be removed pursuant to Section 12956.2 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.”

California Government Code 12956.1

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ENDORSED
FILED
In the office of the Secretary of State
of the State of California
SEP 09 1985

TAARCH FONG EU, Secretary of State
Gloria J. Carroll
Deputy

ARTICLES OF INCORPORATION

OF

WOODRIDGE ESCONDIDO PROPERTY OWNERS ASSOCIATION

ARTICLE I

The name of this corporation (hereinafter called the "Association") is WOODRIDGE ESCONDIDO PROPERTY OWNERS ASSOCIATION.

ARTICLE II

The principal office for the transaction of business of the Association is located in San Diego County, State of California.

ARTICLE III

The Association is a Nonprofit Mutual Benefit Corporation organized pursuant to the Nonprofit Mutual Benefit Corporation Law. The purpose of the Association is to engage in any lawful act or activity for which a corporation may be organized under such Law. More specifically, the Association will provide for management, administration, maintenance, preservation and architectural control of a planned residential development project within that certain real property situated in the City of Escondido, County of San Diego, California, more particularly described as:

Lots 1 through 28, inclusive, of ESCONDIDO TRACT NO. 499A according to Map thereof No. 10981 filed in the Office of the County Recorder of San Diego County, California, on June 29, 1984;

Lots 29 through 55, inclusive, of ESCONDIDO TRACT NO. 499B according to Map thereof No. 10982 filed in the Office of the County Recorder of San Diego County, California, on June 29, 1984;

Lots 56 through 95, inclusive, of ESCONDIDO TRACT NO. 499C according to Map thereof No. 10983 filed in the Office of the County Recorder of San Diego County, California, on June 29, 1984; and

Lots 96 through 125, inclusive, of ESCONDIDO TRACT NO. 499D according to Map thereof No. 10984 filed in the Office of the County Recorder of San Diego County, California, on June 29, 1984;

together with the westerly 240 feet of the northeast quarter of Lot 2 in Section 6, Township 12 south, Range 2 west, San Bernardino Meridian, according to official plat thereof,

and to promote the health, safety and welfare of all of its members who shall be owners of Lots (as defined in the Declaration to which reference is hereafter made) within the above-described property and any additions thereto which may be brought within the jurisdiction of the Association for these purposes.

ARTICLE IV

In furtherance of said purposes, the Association shall have the power to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions ("Declaration") applicable to the property, owners of which are required by the Declaration to be

members of the Association, and recorded or to be recorded in the Office of the County Recorder of San Diego County, California.

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.

ARTICLE V

The name and address in this state of the Association's initial agent for service of process is TERRY L. FOOTER, 1660 Hotel Circle North, Suite 200, San Diego, California 92108.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners of a Lot with the exception of Declarant (as defined in the Declaration) and shall be entitled to one (1) vote for each Lot owned. When more

than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Two (2) years following the date of original issuance by the California Department of Real Estate of the most recently issued Final Subdivision Public Report for a phase of development of the property described in Article III; or

(c) Four (4) years following the date of original issuance by the California Department of Real Estate of the Final Subdivision Public Report for the first phase of the development of the property described in Article III.

ARTICLE VIII

The affairs of the Association shall be managed by a Board of five (5) directors. At the first annual meeting of members, three (3) directors shall be elected for a term of one (1) year

and two (2) directors shall be elected for a term of two (2) years. Thereafter, directors shall be elected at each annual meeting of members to fill the vacancies of those directors whose term then expires and the term of each such director so elected shall be two (2) years.

ARTICLE IX

Upon dissolution of the Association other than incident to a merger or consolidation, the net assets of the Association shall be distributed to the members of the Association as their interests may appear.

ARTICLE X

Amendment to 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 Association, and (ii) members representing seventy-five percent (75%) or more of the voting power of each class of members; provided, however, that after conversion of the Class B membership to Class A membership, amendment to these Articles of Incorporation shall require the assent (by vote or written consent) of (a) a bare majority of the Board of Directors of the Association, (b) seventy-five percent (75%) or more of the total voting power of members, and (c)

seventy-five percent (75%) or more of the voting power of members other than Declarant.

DATED: September 6, 1985

/s/ Alex C. McDonald
ALEX C. McDONALD, Incorporator

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

/s/ Alex C. McDonald
ALEX C. McDONALD