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ENCLOSURE
In the Office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
LA MIRAGE AT ALISO VIEJO HOMEOWNERS ASSOCIATION

JUL 30 1992

MARCH FONG EU, Secretary of State

ONE: The name of this corporation ("Association" herein) is LA MIRAGE AT ALISO VIEJO HOMEOWNERS ASSOCIATION.

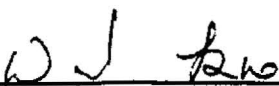
TWO: This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

THREE: The Association's initial agent for service of process is Ward Kao, whose business address is 4407 Manchester Avenue, Suite 208, Encinitas, California 92024.

FOUR: The Association 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 Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for La Mirage recorded or to be recorded with the Orange County Recorder, in the Bylaws of the Association, in Section 23701t of the California Revenue and Taxation Code, and in Section 528 of the Internal Revenue Code, all as amended from time to time.

FIVE: The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws. So long as there are two classes of 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 Association, and (ii) Members representing seventy-five percent (75%) or more of the voting power of each class of Members. 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 Association, (ii) seventy-five percent (75%) or more of the total voting power of the Members, and (iii) Members representing seventy-five percent (75%) or more of the voting power of the Members other than the Subdivider of the Project ("Declarant").

The undersigned, who is the incorporator of the
Association, has executed these Articles of Incorporation on
JULY 27 _____, 1992.



Ward Kao