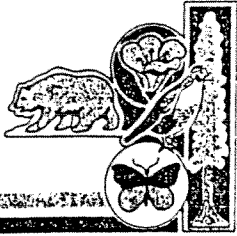


1472183



State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate 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  
NOV 22 1989



*March Fong Eu*

Secretary of State



1472183

ENDORSED  
FILED

in the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION  
OF  
OCEAN RANCH AT BEAR BRAND HOMEOWNERS ASSOCIATION NOV 17 1969

ONE: The name of this corporation ("Association", <sup>MARCH FONG EU, Secretary of State</sup> herein) is OCEAN RANCH AT BEAR BRAND 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 William York, whose business address is 655 Brea Canyon Road, Walnut, California 91789.

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 following purposes of the Association:

(a) To bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a planned residential development known as Ocean Ranch ("Project"), located in the County of Orange, State of California.

(b) To promote the common good, health, safety and general welfare of all the residents within the Project.

(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Ocean Ranch and Supplemental Declaration of Annexation to Bear Brand (Delegate District No. 6) (the "Declaration") recorded or to be recorded with the Orange County Recorder and applicable to the Project, as such Declaration may be 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) Members representing 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 November 13, 1989.



\_\_\_\_\_  
William York