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ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

JUL 19 1984

MARCH FONG EU, Secretary of State

Leslie Glenn  
Deputy

ARTICLES OF INCORPORATION

OF

VILLA TEMPRA OWNERS' ASSOCIATION, INC.

ARTICLE 1. The name of this corporation is VILLA TEMPRA OWNERS' ASSOCIATION, INC., (hereinafter referred to as the "Association").

ARTICLE 2.

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

B. The following purposes further describe the Association's formation:

(a) The specific and primary purpose of the Association is to act as a "management body" for the preservation, maintenance, improvement and architectural control of the common area which comprises the Villa Tempera Townhomes Project in San Diego County, California, which property is more particularly described as follows:

Lot 1 of VILLA TEMPRA, Chula Vista Tract NO. 4409 in the City of Chula Vista, County of San Diego, State of California, according to Map thereof No. 10973 filed in the Office of the County Recorder of San Diego County, State of California, on June 25, 1984.

(b) The general purposes of the Association are:

(i) To provide for the improvement and maintenance of such other land and facilities dedicated to common use which may now exist or which may hereafter be installed, erected or constructed within said project.

(ii) To act as trustee under any trust incidental to the principal object of the Association and to receive, hold, administer and expend funds and property subject to such trust.

(iii) To do all other acts necessary or expedient for the administration of affairs and attainment of the purposes of the Association.

(iv) To have and exercise all the rights and powers conferred on nonprofit corporations under the Nonprofit Mutual Benefit Corporation Law of the State of California, as such law is now in effect or may be at any time hereafter amended.

The foregoing statement of purposes shall be considered as a statement of both purposes and powers; and the purposes and powers in each clause shall, except where otherwise expressed, be in no manner limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers. Notwithstanding any of the foregoing 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 specific and primary purpose of the Association.

ARTICLE 3. The following person is designated the initial agent of the Association for service of process:

Howard I. Katkov, Esq.  
KOLODNY, KATKOV & PRESSMAN, A.P.C.  
2470 Union Street  
San Diego, California 92101

ARTICLE 4. The principal office for the transaction of business of the Association is to be located in the County of San Diego, State of California.

ARTICLE 5. The number of directors of the Association shall be three (3). The names and addresses of the persons who are appointed to act as the first directors of the Association are:

<u>Name</u>	<u>Address</u>
James P. Brennan	294 Shasta Street Chula Vista, California 92010
David D. Ordway	294 Shasta Street Chula Vista, California 92010
William O'Keefe	294 Shasta Street Chula Vista, California 92010

ARTICLE 6. Every Owner of a Townhome shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Townhome. Each Owner is obligated to comply with the Articles, Bylaws, and the rules and regulations adopted by the Board of Directors of the Association. Membership in the Association shall not be transferred, pledged or alienated in any way, except upon the sale of the Townhome to which it is appurtenant, and then only to the purchaser of such Townhome. Any attempt to make a prohibited transfer is void. In the event the Owner of any Townhome should fail or refuse to transfer, the membership registered in his name to the purchaser of his unit, the Association shall have the right to record the transfer upon its books and thereupon the old membership outstanding in the name of the seller shall be null and void.

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all owners, with the exception of Declarant, and shall be entitled to one (1) vote for each Townhome owned. When more than one (1) person holds an interest in any Townhome all such persons shall be members. The vote for such Townhome shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Townhome.

Class B. Class B member(s) shall be Declarant and shall be entitled to three (3) votes for each Townhome owned. The Class B membership shall forever cease and be converted to Class A membership on the happening of the earliest of the following to occur:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) in no event later than the second anniversary of the original issuance of the subdivision Public Report for a single-phase development.

ARTICLE 7. Neither the directors, acting with the proper authority, nor the members of the Association shall be personally liable for the debts, liabilities or obligations of the Association.

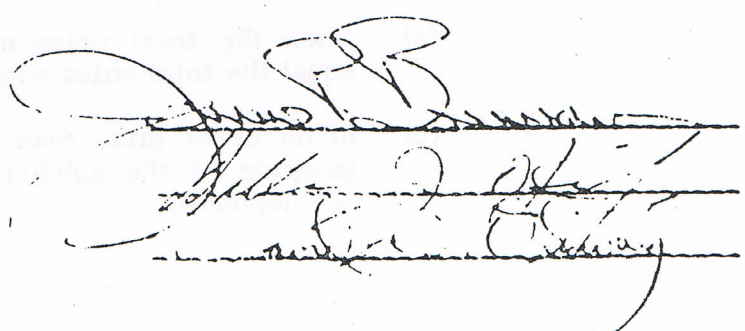
ARTICLE 8. On the dissolution or winding up of the Association, the assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be distributed equally to the members of the Association.

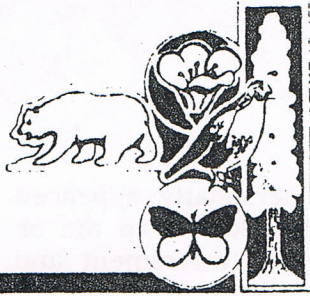
ARTICLE 9. Amendments to these Articles of Incorporation shall require the (i) assent (by vote or written consent) of members representing seventy-five percent (75%) of the voting power of each class of members; and (ii) assent (by vote or written consent) of seventy-five percent (75%) of the Governing Body, and (iii) assent (by vote or written consent) of seventy-five percent (75%) of the votes of members other than the declarant. Notwithstanding the provisions above, the percentage of a quorum or of the voting power of the Association or of Members other than the declarant necessary to amend a specific clause or provision in the Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

As long as a two-class voting structure is still in existence, these Articles may not be amended without the vote or written assent of the prescribed percentage of the voting power of each class of membership on a prescribed percentage of a quorum of members of each class.

IN WITNESS WHEREOF, the undersigned, constituting the incorporators of the Association and being the persons named hereinabove as the first directors of the Association, have executed these Articles of Incorporation this 12<sup>th</sup> day of

July, 1984.





# State of California

OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the 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

JUL 30 1984



*March Fong Eu*

Secretary of State

STATE OF CALIFORNIA    )  
                                  ) ss.  
County of San Diego     )

BEFORE ME, the undersigned Notary Public, on this day personally appeared JAMES P. BRENNAN, DAVID D. ORDWAY and WILLIAM O'KEEFE, known to me or satisfactorily proven to be, the persons who executed the foregoing instrument and acknowledged to me that they executed the same.

WITNESS MY HAND AND SEAL this 12<sup>TH</sup> day of July, 1984.

*Richard A. Cook*  
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Notary Public in and for said County and State

