

SEAL OF THE STATE OF CALIFORNIA



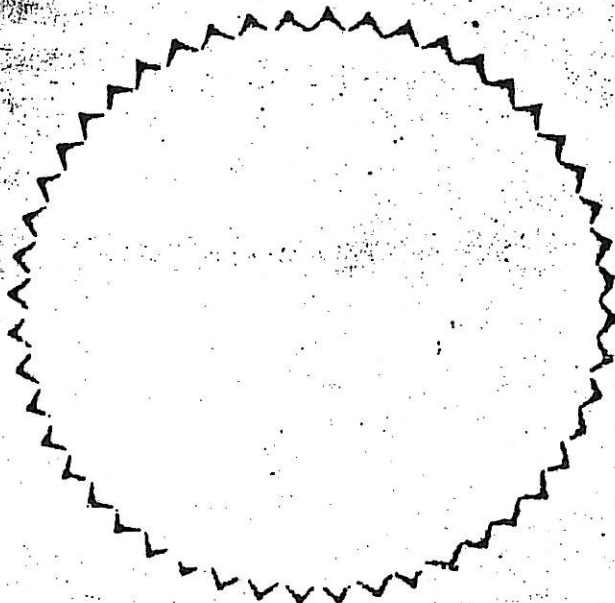
OFFICE OF THE
SECRETARY OF STATE

I, **EDMUND G. BROWN JR.**, 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 27 1972



Edmund G. Brown Jr.
Secretary of State

66147

ENDORSED
FILED

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

JUL 20 1972

EDMUND G. BROWN Jr., Secretary
By RALPH R. MARTIG
Deputy

ARTICLES OF INCORPORATION

OF

ALTAMIRA MANAGEMENT ASSOCIATION NO. 1

ARTICLE I

The name of this corporation (hereinafter called the "Association") is
ALTAMIRA MANAGEMENT ASSOCIATION NO. 1

ARTICLE II

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

ARTICLE III

This Association is organized pursuant to the General Nonprofit
Corporation Law of the State of California.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the
members thereof, and the specific primary purposes for which it is formed are
to provide for maintenance, preservation and architectural control of the
residence exteriors and Common Area within that certain tract of property
described as:

Lots one (1) through 206 inclusive, of Carlsbad Tract No. 72-2, Unit
No. 1 located in the City of Carlsbad, County of San Diego, State of
California, according to Map thereof No. 7303 recorded in the
Office of the County Recorder, San Diego County, California, on
June 9, 1972

and

To promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have the power to:

- (a) perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions hereinafter called the "Declaration"; applicable to the property, owners of which are members of this Association, and recorded or to be recorded in the Office of the Recorder, San Diego County, California;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and only with the assent (by vote or written consent) of two-thirds ($2/3$) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the real property owned by this Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any merger, consolidation or such annexation shall have the assent by vote of two-thirds (2/3) of each class of members or by the written consent of all of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of California by law may now or hereafter have or exercise.

Notwithstanding any of the above statements of purposes and powers, this corporation 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 this Association.

ARTICLE V

MEMBERSHIP

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, including contract sellers, 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 VI

VOTING RIGHTS

This Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one 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 vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), 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 either 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 years from the date of the issuance of the most recent Public Report by the California Department of Real Estate for a phase of the overall development; or
- (c) on December 31, 1974.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors who need not be members of this Association. The number of directors may be changed by amendment of the By-Laws of the Association.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Tawfiq N. Khoury</u>	<u>6070 La Jolla Mesa Dr., La Jolla, Ca.</u>
<u>Russell R. Richard</u>	<u>1120 Robertson Dr., Escondido, Ca.</u>
<u>Wesley E. Mudge</u>	<u>6229 La Jolla Mesa Dr., La Jolla, Ca.</u>
<u>Boniface Herrman</u>	<u>6811 Alvarado Rd., #14, San Diego, Ca</u>
<u>B. Jeanne Bailey</u>	<u>4966 Gaylord Drive, San Diego, Ca.</u>

At the first annual meeting the members shall elect two (2) directors for a term of one year, two (2) directors for a term of two years and one (1) director for a term of three years; and at each annual meeting thereafter, the members shall elect such directors as will be necessary to maintain during the following year five (5) members of the Board of Directors.

ARTICLE VIII

DISSOLUTION

Upon dissolution of this Association, the net assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE IX

DURATION

This Association shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent (by vote or written consent) of members representing seventy-five percent (75%) or more of the voting power.

ARTICLE XI

STOCK

This Association shall have no shares of stock.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 21st day of June, 1972.

Tawfiq N. Khoury
Tawfiq N. Khoury

Russell R. Richard
Russell R. Richard

Wesley E. Mudge
Wesley E. Mudge

Boniface Herrman
Boniface Herrman

B. Jeanne Bailey
B. Jeanne Bailey

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

On this 27th day of June, 1972, before me, a

Notary Public in and for said County and State, personally appeared Tawfiq N. Khoury, Russell R. Richard, Wesley E. Mudge, Boniface Herrman, and B. Jeanne Bailey

known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same.

Witness my hand and official seal.

Dolores M. Chilcote

