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ENDORSED
FILED
In the Office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

AUG 18 1994

OF

TONY MILLER
Acting Secretary of State

CALIFORNIA TRADEWINDS HOMEOWNERS ASSOCIATION

ARTICLE I

The name of this corporation (hereinafter called the "Association") is CALIFORNIA TRADEWINDS HOMEOWNERS ASSOCIATION.

ARTICLE II

The principal office for the transaction of business of the Association is located in Riverside 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 is formed to manage a common interest development under the Davis-Stirling Common Interest Development Act and will provide for the management, administration, maintenance, preservation and architectural control of a common interest development project within the real property located in the City of Temecula, County of Riverside, California, described as:

That portion of the Rancho Pauba, in the County of Riverside, State of California, which Rancho was granted by the Government of the United States to Luis Vignes by Patent dated January 19, 1860 and recorded in Book 1, Page 45 of Patents, Records of San Diego County, California, described as follows:

Beginning at the westerly terminus of that certain course having a bearing of south 56°26'11" west, and a length of 255.20 feet as described in Parcel 1 of said Patent hereinbefore mentioned; thence north 22°56'22" west, 1,055.05 feet to the beginning of a tangent curve concave to the northeast having a radius of 3,600.00 feet; thence northerly along said curve 216.75 feet; thence north 68°25'13" east, 1,611.44 feet; thence north 42°42'14" east, 1,650.00 feet; thence south 20°37'26" east, 1,483.07 feet to a point in the center line of Parcel 1 hereinabove described; thence along said center line south 38°24'28" west, 399.98 feet to the beginning of a tangent

curve concave to the northwest having a radius of 1,200.00 feet; thence southwesterly along said curve 635.45 feet through a central angle of 30°20'26"; thence tangent to said curve south 68°44'54" west, 907.75 feet to the beginning of a tangent curve concave to the southeast having a radius of 4,400.00 feet; thence southwesterly along said curve 945.49 feet through a central angle of 12°18'43"; thence tangent to said curve south 56°26'11" west, 255.20 feet to the point of beginning.

The Association will fix, levy, collect and enforce payment of all charges and assessments of the Association pursuant to the Declaration (hereinafter defined) and will promote the health, safety and welfare of all of its members.

ARTICLE IV

The Association shall have the power to perform all of the duties and obligations of the Association set forth in the Declaration of Covenants, Conditions and Restrictions ("Declaration") applicable to the property, the 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 Riverside County, California. The Association shall have and exercise all the powers granted to a nonprofit mutual benefit corporation as set forth in California *Corporations Code* §7140. In addition, the Association may exercise the powers granted to the Association by California *Code of Civil Procedure* §383 and the Davis-Stirling Common Interest Development Act (California *Civil Code* §§1350-1372, inclusive).

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 LISA GORDON, 12626 High Bluff Drive, Suite 400, San Diego, California 92130.

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 the 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 A voting rights shall not commence with respect to a Lot until regular assessments by the Association have commenced as to the 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 upon the happening of the earlier of the following to occur:

(a) Two (2) years following the date of the first conveyance of record by Declarant of a Lot pursuant to the most recent original Final Subdivision Public Report issued by the California Department of Real Estate for a phase of development of the real property described in Article III above; or

(b) Four (4) years following the date of the first conveyance of record by Declarant of a Lot pursuant to the original Final Subdivision Public Report issued by the California Department of Real Estate for the first phase of the development of the real property described in Article III above. Class B voting rights shall not commence with respect to a Lot until regular assessments by the Association have commenced as to the Lot.

ARTICLE VIII

The affairs of the Association shall be managed by a Board of five (5) directors. The terms of directors are set forth in the Bylaws.

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 a bare majority of the Board of Directors of the Association and (a) so long as there are Class A and Class B memberships in the Association, seventy-five percent (75%) or more of the voting power of the Class A members of the Association and seventy-five percent (75%) or more of the voting power of the Class B members of the Association; or (b) when there is no Class B membership in the Association, seventy-five percent (75%) or more of the total voting power of the Class A members of the Association, and seventy-five percent (75%) or more of the voting power of Class A members of the Association other than Declarant. Notwithstanding the above provisions, the percentage of voting power necessary to amend a specific clause or provision in these Articles of Incorporation shall not be less than the percentage of affirmative votes necessary for action to be taken under that clause or provision.

DATED: August 18, 1994

/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

(Inv) & 10/11/99

08/17/94