

State of California



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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 26 2000

Bill Jones

Secretary of State



2051896
ENDORSED - FILED
In the Office of the Secretary of State
of the State of California

MAY 25 2000

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
RANCHO DORADO OWNERS ASSOCIATION

ARTICLE I

The name of this corporation is RANCHO DORADO OWNERS ASSOCIATION.

ARTICLE II

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

ARTICLE III

The corporation is a Nonprofit Mutual Benefit Corporation organized pursuant to the Nonprofit Mutual Benefit Corporation Law. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under such Law. More specifically, the corporation is formed to manage a common interest development pursuant to the Davis-Stirling Common Interest Development Act and will provide for the management, administration, maintenance and preservation of a common interest development project within the real property located in the City of San Marcos, County of San Diego, California, Phase 1 which is more particularly described as:

Lots 1 through 5, inclusive, and 56 through 61, inclusive, of SAN MARCOS TRACT NO. 391, MEADOWLARK ESTATES UNIT NO. 2, in the City of San Marcos, County of San Diego, State of California, according to Map thereof No. 13913, filed in the Office of the County Recorder of San Diego County, January 14, 2000.

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

ARTICLE IV

The corporation shall have the power to perform all of the duties and obligations of the corporation set forth in the Declaration of Covenants, Conditions and Restrictions for Rancho Dorado ("Declaration") applicable to the property, the owners of which are required by the Declaration to be members of the corporation, and recorded or to be recorded in the Office of the County Recorder of San Diego County, California. The corporation 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 corporation may exercise the powers granted to the corporation 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 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 the corporation.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is Erick VanWechel 15373 Innovation Drive, Suite 300, San Diego, California 92128-3415. The initial

business address of the corporation is 15373 Innovation Drive, Suite 300, San Diego, California 92128-3415. The common interest development is located at the intersection of White Sands Drive and San Marcos Boulevard, San Marcos, California 92069.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any Separate Interest (as defined in the Declaration) which is subject by covenants of record to assessment by the corporation, shall be a member of the corporation. 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 Separate Interest which is subject to assessment by the corporation.

ARTICLE VII

The corporation shall have two classes of voting membership as set forth in the Declaration.

ARTICLE VIII

The affairs of the corporation shall be managed by a Board of not less than three (3) nor more than five (5) directors. The terms of directors are set forth in the Bylaws of Carlsbad Shorepointe Homeowners Association.

ARTICLE IX

Upon dissolution of the corporation, other than incident to a merger or consolidation, the net assets of the corporation shall be distributed to the members of the corporation 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 corporation and (a) so long as there are Class A and Class B memberships in the corporation, seventy-five percent (75%) or more of the voting power of the Class A members of the corporation and seventy-five percent (75%) or more of the voting power of the Class B members of the corporation; or (b) when there is no Class B membership in the corporation, seventy-five percent (75%) or more of the total voting power of the Class A members of the corporation, and seventy-five percent (75%) or more of the voting power of Class A members of the corporation 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: May 18, 2000.

/s/ Susan L. Daly
SUSAN L. DALY, Incorporator

I declare that I am the person who executed the above Articles of Incorporation and this instrument is my act and deed.

/s/ Susan L. Daly
SUSAN L. DALY

