

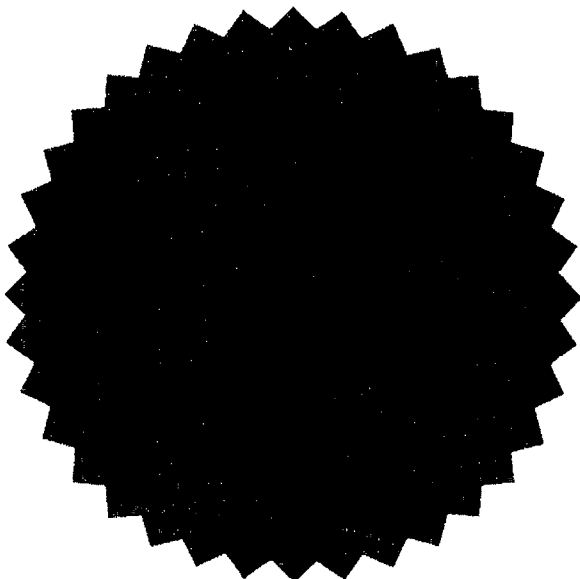
State
of
California
OFFICE OF THE SECRETARY OF STATE

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

JUN 25 1981



March Fong Eu

Secretary of State

5011-20-1001

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

OF
WHISPERING RIDGE HOMEOWNERS ASSOCIATION

Robert Mister and Anne Riddick certify

that:

1. They are the president and the secretary, respectively, of WHISPERING RIDGE HOMEOWNERS ASSOCIATION, a California corporation.


2. At a meeting of the board of directors of the corporation duly held at 17100 Gillette, Irvine, California, on May 16, 1981, the following resolution was adopted:

RESOLVED: That Section (b) of Article II of the Articles of Incorporation of this corporation is hereby stricken in its entirety and amended and restated to read as follows:

"(b) The specific and primary purpose for which this corporation is formed is to provide community services and facilities, or contract for the provision thereof, for the general use, benefit and welfare of the owners of residential dwellings situated within that certain real property in the City of San Diego, County of San Diego, California, described as Tract No. , known as Whispering Ridge. 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 specific purpose of this corporation."

3. The sole member of the corporation, Warmington Development, Inc., has consented in writing to the adoption

of the amendment and the wording of the amended Articles of Incorporation, as set forth in the members resolution, is the same as set forth in the directors resolution in Paragraph 2 above.



ROBERT MISTER



ANNE RIDDICK

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Irvine, California, on May 16, 1981.



ROBERT MISTER



ANNE RIDDICK

ARTICLES OF INCORPORATION
OF
WHISPERING RIDGE HOMEOWNERS ASSOCIATION

993331
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JUL 23 1980
MARCH FONG EU, Secretary of State
By BILL HOLDEN
Deputy

ARTICLE I

NAME

The name of this corporation shall be WHISPERING RIDGE
HOMEOWNERS ASSOCIATION.

ARTICLE II

PURPOSES

(a) This corporation is a nonprofit mutual benefit corporation organized pursuant to 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 the Nonprofit Mutual Benefit Corporation Law.

(b) The specific and primary purpose for which this corporation is formed is to provide community services and facilities, or contract for the provision thereof, for the general use, benefit and welfare of the owners of residential condominium lots situated within that certain real property in the County of San Diego, California, known as WHISPERING RIDGE.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

The name and address of the initial agent of this corporation for service of process are as follows:

BARTON PITTS

1641 Langley Avenue

Irvine, Ca. 92714

ARTICLE IV

DIRECTORS

(a) The names and addresses of the persons who are appointed as first directors of this corporation are as follows:

BARTON PITTS

1641 Langley Avenue
Irvine, Ca. 92714

Michael J. Burns

1641 Langley Avenue
Irvine, Ca. 92714

Anne Riddick

1641 Langley Avenue
Irvine, Ca. 92714

Donna Carriero

1641 Langley Avenue
Irvine, Ca. 92714

Cyndi Coleman

1641 Langley Avenue
Irvine, Ca. 92714

(b) Said directors, or any directors selected prior to the first annual election of the members of this corporation, shall act as such only until said first annual election, at which time the continuance of said directors, or any thereof, or the selection of any new director or directors, shall be determined in accordance with the By-Laws.

(c) The number of directors of this corporation shall be set forth in the By-Laws of this corporation, and such number may be changed by amendment to the By-Laws.

ARTICLE V

BY-LAWS

The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of the two (2) classes of membership, shall be as set forth in the By-Laws of this corporation. The provisions for the elections and the term of office of the Board of Directors, and for the adoption, approval, and use by this corporation of membership certificates setting forth thereon the rights and privileges of said members, shall also be as set forth in the By-Laws of this corporation.

ARTICLE VI

DISSOLUTION


Upon dissolution of this corporation, the net assets, remaining after satisfaction of all just debts and obligations of the corporation, shall not inure to the benefit of the members of the corporation, but shall be distributed to any other nonprofit corporation organized for purposes similar to this corporation or to a city, county or other public agency with the intent of carrying out the purposes of this corporation.

ARTICLE VII

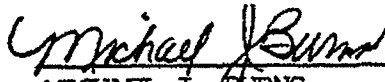
AMENDMENT OF ARTICLES

Amendment of these Articles shall require the vote or written consent of a majority of the voting power of the corporation, and a majority of the voting power of members of this corporation other than the Declarant provided, however, if the two-class voting structure is still in effect as provided in the By-Laws these Articles may not be amended without the vote or written assent of a majority of each class of membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the incorporators and first directors, have executed these Articles of Incorporation this 17th day of July, 1980.



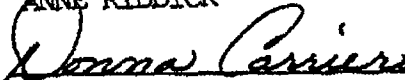
BARTON PITTS



MICHAEL J. BURNS



ANNE RIDDICK



DONNA CARRIERO



CYNDI COLEMAN

We declare that we are the persons who executed the above Articles of Incorporation, and that this instrument is our act and deed.

Barton Pitts

BARTON PITTS

Michael J. Burns

MICHAEL J. BURNS

Anne Riddick

ANNE RIDDICK

Donna Carriero

DONNA CARRIERO

Cyndi Coleman

CYNDI COLEMAN