

**ARTICLES OF INCORPORATION
Of
MESA VIEW HOMEOWNERS ASSOCIATION NO. 2**

ENDORSED
FILED
In the office of the Secretary of State of
California
MAY 15 1970
By Oscar E. Johnson
Deputy

ARTICLE I

The name of the corporation (hereafter called the "Association") is MESA VIEW HOMEOWNERS ASSOCIATION NO. 2.

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

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purpose for which it is formed are to provide maintenance, preservation and architectural control of the Residential Lots and Common Area as that certain property described on Exhibit "A" attached hereto and incorporated herein by reference.

SEE EXHIBIT "A" ATTACHED HERETO:

And to promote 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 purpose, this Association shall have power to:

- (a) Perform all duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the County Recorder, San Diego County, State of 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 the real 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 membership, 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 Common Area to any public agency, authority, or utility for such purpose 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 membership, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any merger, consolidation shall have the assent by two-thirds (2/3) of the entire membership or by written consent of all of the members and annexation shall be as provided herein;
- (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.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee undivided fee interest in any lot is subject to the covenants of record to assessment of 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

The 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 (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 such lot shall be exercised as they among themselves determine, but in no event shall more than one have the vote.

Class B. Class B. members shall be all owners with the exception of 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 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) Three (3) years after the Declaration has been recorded in the Office of the Recorder of the County of San Diego, State of California.

ARTICLE VII

DISSOLUTION

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

ARTICLE VIII

BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of five (5) Directors, who need not be members of the Association.

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

1970

- Lee J. Goldin 9100 Wilshire Boulevard, Beverly Hills, California.
- Bernard H. Moore 9100 Wilshire Boulevard, Beverly Hills, California.
- Daniel S McDonald 9100 Wilshire Boulevard, Beverly Hills, California.
- G. Wesley Phillips 9100 Wilshire Boulevard, Beverly Hills, California.
- Harry Walker 9100 Wilshire Boulevard, Beverly Hills, California.

ARTICLE IX

ANNEXATIONS

The Association may at any time and from time to time annex additional tracts to the property described in Article IV, and to add to its membership under the provisions of Article V, provide that such annexations are made only in accordance with the provisions of the recorded Declaration of Covenant, Conditions and Restrictions, and amendments thereto, if any, applicable to the property described in Article IV thereof. Such additions, when properly made under the applicable covenants shall extend the jurisdiction, function, duties and membership of this Association to such property. Where applicable covenants require that certain additions be approved, such approval must have assent of three-fourths (3/4) majority of the voting power of the membership, excluding the vote, by proxy or otherwise, the Declarant and members of its organization who executed such Declaration.

ARTICLE X

DURATION

The Corporation shall exist perpetually.

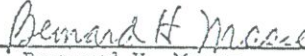
ARTICLE XI

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

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 Association, have executed these Articles of Incorporation on this 13th day of May.



Lee J. Goldin



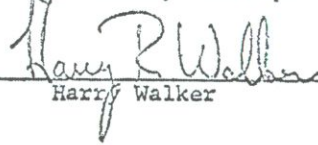
Bernard H. Moore



Michael T. Rose



G. Wesley Phillips

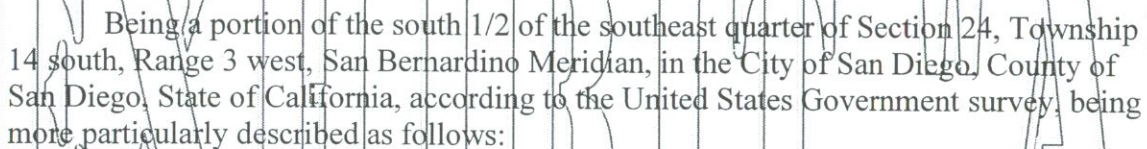


Harry Walker

RESIDENTIAL LOTS

Lots 176-284, inclusive of Larwin Mesa View NO. 2 in the City of San Diego, County of San Diego, State of California, as per map No. 6647 recorded in the official record in the Office of the County Recorder of said County.

COMMON AREA



Being a portion of the south 1/2 of the southeast quarter of Section 24, Township 14 south, Range 3 west, San Bernardino Meridian, in the City of San Diego, County of San Diego, State of California, according to the United States Government survey, being more particularly described as follows:

Commencing at the southeast corner of said Section 25; thence along the south line of Section 25, south $88^{\circ} 14' 29''$ west, 2386 feet; thence north $1^{\circ} 45' 31''$ west a distance of 454.78 feet to the True Point of Beginning, said True Point of Beginning also being the beginning of a tangent curve concave northeasterly and having a radius of 122.00 feet; thence along said curve, in a northwesterly direction, through an angle of $20^{\circ} 54' 16''$ feet to the end of said curve; thence north $71^{\circ} 00''$ west a distance of 47.02 feet to the beginning of the tangent curve concave easterly and having a radius of 20.42 feet; thence along said curve, in a northwesterly and northerly direction, through an angle of $101^{\circ} 05' 44''$ a distance of 36.03 feet to the end of said curve; thence north $30^{\circ} 05' 44''$ east, 192.00 feet; thence south $59^{\circ} 54' 16''$ east a distance of 203.04 feet to the point on curve concave easterly and having a radius of 178.00 feet, a radial bearing from said point to center of said curve bears south $70^{\circ} 30' 39''$ east, thence along said curve in a southerly direction through an angle of $21^{\circ} 23' 37''$ a distance of 66.46 feet to the end of said curve; thence, tangent to said curve, south $1^{\circ} 54' 16''$ east a distance of 25.00 feet to the beginning of a tangent curve concave northwesterly and having a radius of 20.00 feet; thence along said curve, in a southwesterly and westerly direction, through an angle of $90^{\circ} 00' 00''$ a distance of 31.42 feet to the end of said curve; thence south $88^{\circ} 05' 44''$ west a distance of 144.18 feet to the True Point of Beginning. Said above described parcel contains 0.914 acres.

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On MAY 13, 1970 , before me, the undersigned, a Notary Public for said State of California, personally appeared Lee J. Golden, Bernard H. Moore, Michael T. Rose, G. Wesley Phillips and Harry Walker, known to me to be the persons whose names are subscribed to and within instrument and acknowledged the they execute the same.

WITNESS my hand and official seal,



Nancy F. Jones

Notary Public in (and for said
County and State.