State of California

OFFICE OF THE SECRETARY OF STATE

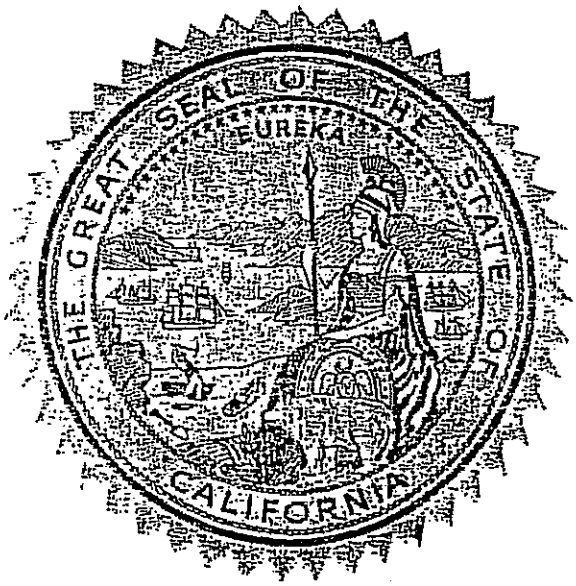
MORRISON RANCH ESTATES HOMEOWNERS' ASSOCIATION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, 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

JUN 21 1989



March Fong Eu

Secretary of State

947054 FILED
In the office of the Secretary of State of the State of California
DEC - 6 1979
March Fong Eu, Secretary of State
By Bill Hel
Deputy

ARTICLES OF INCORPORATION OF MORRISON RANCH ESTATES HOMEOWNERS' ASSOCIATION

ARTICLE I

CORPORATE NAME

The name of the corporation is Morrison Ranch Estates Homeowners' Association, hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The county in this state where the principal office for the transaction of the business of the Association is located in the County of Los Angeles.

ARTICLE III

LEGAL STATUS

This Association is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are:

(a) Specifically and primarily to provide for the maintenance, preservation and architectural control of the planned development, project of the following described real property

located in the County of Los Angeles, State of California, and all structures and improvements thereon, together with any addition thereto which may hereafter be brought within the jurisdiction of the Association:

> Tract 33402, in the County of Los Angeles, State of California, as shown upon the map recorded as Document No. 78-1312165 of Book 906, Pages 1 through 14, inclusive, on November 24, 1978, in the Office of the County Recorder of said County.

(b) Generally to promote the health, safety and welfare of the residents of the above-described planned development project.

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

(a) Perform all the duties and obligations of the Morrison Ranch Estates Homeowners' Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declarant", applicable to said planned development project and recorded in the office of the County Recorder, County of Los Angeles as Instrument No. 79-1363056, as the same may be from time to time amended as therein provided.

(b) Fix, levy, collect and enforce payment by any legal 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 corporation including all licenses, taxes, all governmental charges levied or imposed against the property of the corporation;

(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 corporation;

(d) Borrow money and, only with the assent (by vote or written consent) of seventy-five percent (75%) of each class of members, mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers or consolidations with other nonprofit corporations organized for the same purpose, provided that any merger, consolidation or annexation shall have the assent by vote or written consent of seventy-five percent (75%) of each class of members;

(f) Have and 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, 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 as set forth in paragraph (a) of this Article IV and nothing contained in the foregoing statement of purposes and powers shall be construed to authorize this corporation to carry on any activity for the profit of its members or to distribute any gains, profits or dividends to its members as such. No part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE V

MEMBERSHIP

The authorized number of qualifications of members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of the members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of five (5) directors who need not be members of the Association, so long as there is more than one class of membership outstanding. The number of directors may be changed by amendment of the Bylaws 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:

Bertrand W. Greynald
3720 Stone Canyon Avenue
Sherman Oaks, California 91403

Gerald A. Thompson
19 Avenue de Los Arboles
Thousand Oaks, California 91360

John J. Hurford
3809 Bowsprit Circle
Westlake Village, California 91361

Judith E. Emerson
7413 Gaviota
Van Nuys, California 91406

Martin M. Boswell
5536 East Birch View Lane
Camarillo, California 93010

ARTICLE VII

DISSOLUTION

Upon dissolution, liquidation or widing up of the Association, the assets of the Association, after payment of debts and obligations 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 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 purposes.

ARTICLE VIII

AMENDMENTS

So long as there is more than one class of membership outstanding, amendment of these articles shall require the assent (by vote or written consent) of the members representing at least fifty-one percent of the voting power of each class of membership of the Association. At such time as there is only one class of membership outstanding, amendment of these articles shall require the assent (by vote or written consent) of fifty-one percent (51%) of the voting power of the Association residing in members other than the Declarant under the Declaration.

IN WITNESS WHEREOF, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 5th day of December, 1979.

Bertrand W. Greynald

Gerald A. Thompson

John J. Hurford

Judith E. Emerson

Martin M. Boswell

STATE OF CALIFORNIA)
) ss.
COUNTY OF VENTURA)

On December 5th, 1979, before me, the undersigned, a notary public in and for said state, personally appeared Bertrand W. Greynald, Gerald A. Thompson, John J. Hurford, Judith E. Emerson and Martin M. Boswell, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

OFFICIAL SEAL
LAURIE C OLSEN
NOTARY PUBLIC - CALIFORNIA
VENTURA COUNTY
My comm. expires OCT 17, 1983

Notary Public in and for Said
County and State