



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

OCT 2 1985



March Fong Eu

Secretary of State

RECORDED
FILEDIn the office of the Secretary of State
of the State of California

OCT 2 1985

ARTICLES OF INCORPORATIONOFOCEAN VIEW VILLAS HOMEOWNERS ASSOCIATION, INC.MARSH FONG EU, Secretary of State
Sharon K. Hawkins
Deputy

1. The name of this Corporation is OCEAN VIEW VILLAS HOMEOWNERS ASSOCIATION, INC. ("Association" herein).

2. A. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the non-profit mutual benefit corporation law. The specific purposes are to provide for maintenance and preservation of the property to be deeded to the Association located in the City of Cayucos, County of San Luis Obispo, State of California, as shown on the subdivision map for the property.

B. The general purposes and powers are:

(1) To promote the health, safety and welfare of the residents within the above-described property;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from any covenant or restrictions applicable to the above-described property;

(3) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration of Restrictions applicable to such property; 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;

(4) To acquire, (by gift, purchase or otherwise) own, hold, improve, 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 Association;

(5) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of California by law may now or hereafter have or exercise; and

(7) To act in the capacity of principle, agent, joint venturer, or partner, or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall be in no wise limited or restricted by reference to or inference from the term or provision of any other clause, but shall be broadly construed as independent purposes and powers. 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 purpose of the Association.

3. The name and address in this State of the Corporation's initial agent for service of process is:

KENNETH W. KIND
1715 Chester Ave., Suite 300
Bakersfield, CA 93301

4. The authorized number and qualifications of members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges and members, and their liabilities to dues and assessments and their methods of collection thereof, shall be as set forth in the By-Laws.

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

ROBERT J. KING
2700 White Lane
Bakersfield, CA 93304

PHYLLIS GAFFORD
2700 White Lane
Bakersfield, CA 93304

BRUCE LACHENMAIER
4417 Sugar Cane Avenue
Bakersfield, CA 93309

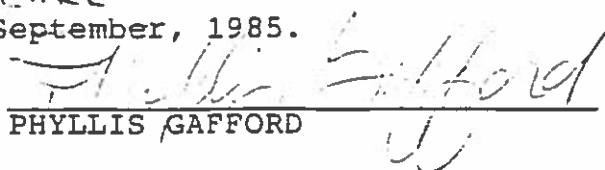
6. Amendment of these Articles shall require the assent of the members representing at least 80% of the voting interest then entitled to vote as provided in the By-Laws.

7. The Association is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized for purposes intended to be consistent with those allowed by Internal Revenue Code Section 528 for homeowners associations allowed the limited tax exempt status described in said Section.

IN WITNESS WHEREOF, the undersigned, constituting the

incorporators of this Association, have executed these Articles
of Incorporation this 25th day of September, 1985.


ROBERT J. KING


PHYLLIS GAFFORD

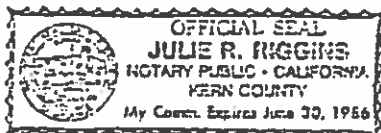

BRUCE LACHENMAIER

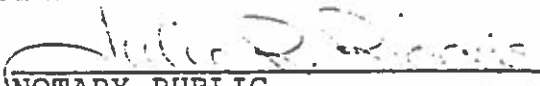
STATE OF CALIFORNIA)
COUNTY OF KERN) ss.

On October 1, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT J. KING and PHYLLIS GAFFORD, personally known to me to be the persons whose names are subscribed to the within Instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

(SEAL)

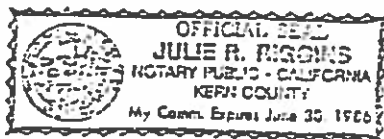



NOTARY PUBLIC

STATE OF CALIFORNIA)
COUNTY OF KERN) ss.

On October 1, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared BRUCE LACHENMAIER personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within Instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



(SEAL)


NOTARY PUBLIC