



SECRETARY OF STATE

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

That the attached transcript of 3 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

MAR - 8 2002



*Bill Jones*

Secretary of State

FEB 28 2002

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**COUNTRY MEADOWS II LANDSCAPE MAINTENANCE ASSOCIATION**

**ARTICLE I**  
**NAME**

The name of this corporation is *Country Meadows II Landscape Maintenance Association* (hereinafter the "Corporation" or "Association").

**ARTICLE 2**  
**NONPROFIT MUTUAL BENEFIT CORPORATION**

This Corporation is a nonprofit, mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

**ARTICLE 3**  
**SPECIFIC PURPOSES OF THE CORPORATION**

The specific purpose for which this Corporation is formed is to provide for the administration, maintenance and preservation of the common property of the planned development project situated in the County of Riverside, State of California, and more particularly described in the Declaration of Covenants, Conditions and Restrictions for Country Meadows II Landscape Maintenance Association (hereinafter the "Declaration") which has been, or will be, recorded in the office of the County Recorder of Riverside County.

**ARTICLE 4**  
**DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT**

This corporation is an association formed to manage the common property of a common interest development pursuant to the Davis-Stirling Common Interest Development Act (California Civil Code Section 1350, et seq.).

**ARTICLE 5**  
**INITIAL AGENT**

The name and address in the State of California of this corporation's initial agent for service of process is:

Larry Day, Esq.  
3536 Concourse Street, Suite 300  
Ontario, CA 91764

**ARTICLE 6  
CORPORATE OFFICE AND MANAGING AGENT**

The business or corporate office of the Association is:

3536 Concours Street, Suite 300  
Ontario, CA 91764

This office is not located on site in the planned development project. The current zip code of the planned development project is 92584 and the nearest cross streets are Bradley and La Piedra Road.

The Association currently has no managing agent.

**ARTICLE 7  
DIRECTORS**

The number of directors of the Corporation shall be not less than three (3), no more than seven (7). The exact number of directors, within the limits specified herein, shall be set forth in the Bylaws of the corporation.

**ARTICLE 8  
DECLARATION OF COVENANTS,  
CONDITIONS AND RESTRICTIONS**

The Corporation shall be bound by the terms and conditions of the Declaration.

**ARTICLE 9  
AMENDMENT**

Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the state of California, an amendment to these Articles may be adopted by complying with the provisions of this paragraph. So long as there are two classes of membership, any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors, (2) the Declarant (as defined in the Declaration), and (3) Members holding Seventy-five percent (75%) of the votes held by Members of this Corporation other than Declarant. At such time as two classes of membership no longer exist, any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors and (2) Members holding seventy-five percent (75%) of the votes in this Corporation including Members holding seventy-five percent (75%) of the votes held by Members other than Declarant.

**ARTICLE 10  
CORPORATION QUALIFICATION**

This Corporation is intended to qualify as a homeowners, association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. Furthermore, this Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Corporation be distributed to, or inure to the benefit of, any Member, director or officer of this Corporation or other private individual either directly, or indirectly, except upon winding up and dissolution. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets may be distributed to the members

as provided in the Bylaws. Notwithstanding the foregoing, without the approval of one hundred percent (100%) of the Members, so long as there is any Common Area for which this Corporation is obligated to provide management, maintenance, preservation or control:

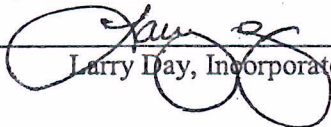
- (a) This Corporation or any person or entity acting on its behalf shall not:
  - (1) Transfer all or substantially all of its assets; or
  - (2) File a Certificate of Dissolution; and
- (b) No court shall enter an order declaring the Corporation duly wound up and dissolved.

**ARTICLE 11  
MISCELLANEOUS**

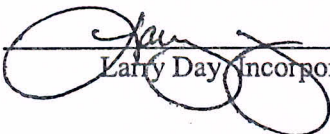
The authorized number, if any, and qualifications of Members of the Corporation, if any, the property, voting and other rights and privileges of membership and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws of the Corporation which incorporate by reference thereto the Declaration.

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 purposes of this Corporation.

Dated: December 20, 2001

  
\_\_\_\_\_  
Larry Day, Incorporator

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

  
\_\_\_\_\_  
Larry Day, Incorporator

