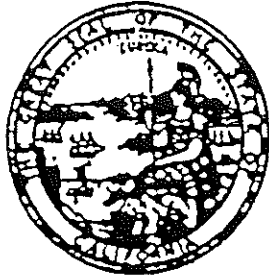


STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, 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

JUL 3 - 1974



Edmund G. Brown Jr.
Secretary of State

69802

ENCLOSED
FILED

In the office of the Secretary of State
of the State of California

FEB 5 1977

EDMUND G. BROWN, Secretary of State
By BILL HOLDEN

ARTICLES OF INCORPORATION
OF

OCEANA EAST UNIT NO. 1 OWNERS ASSOCIATION

FIRST: The name of this corporation is:

OCEANA EAST UNIT NO. 1 OWNERS ASSOCIATION

SECOND: This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California.

THIRD: The specific and primary purpose for which this corporation is formed is to manage, maintain, repair and operate real property, together with the improvements thereon, in the County of San Diego, State of California, on a non-profit basis.

FOURTH: The general purpose for which this corporation is formed is not for pecuniary profit, but is to provide a legal entity through which the members may exercise their rights, duties and obligations as owners as tenants-in-common of undivided fee simple percentage interests in said real property and the improvements thereon.

FIFTH: In the furtherance of the foregoing purposes, this corporation shall have the following powers:

- (a) To acquire by deed, devise, bequest, purchase or otherwise, any and all forms of property.
- (b) To hold, invest, re-invest, manage and dispose of such property or the income therefrom in any manner not contrary to the laws of the State of California governing corporations organized pursuant to the General Non-Profit Corporation Law.

- (c) To have and exercise all powers conferred by or permissible under the laws of the State of California upon or for corporations formed under the General Non-Profit Corporation Law.
- (d) To do all acts and things which may be reasonably necessary, proper or convenient for the lawful accomplishment of the general and specific purposes hereinbefore specified, or any purpose whether or not herein mentioned and constituting a lawful activity for this corporation.

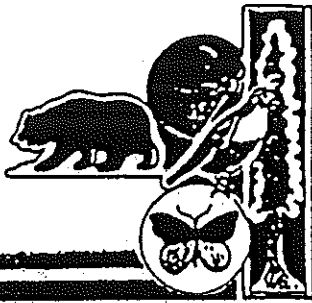
SIXTH: None of the gains, profits or property of the corporation shall be distributed or inure to the benefit of any member of this corporation or to any private individual for services rendered to this corporation and for its benefit in the furtherance of its purposes; and upon dissolution of this corporation, whether voluntary or involuntary, any and all net assets of the corporation shall be distributed to a non-profit corporation or corporations organized and operated exclusively for religious, charitable or educational purposes, or the rehabilitation of veterans.

SEVENTH: The County in the State of California in which the principal office for the transaction of business of this corporation is located is the County of San Diego.

EIGHTH: (a) The number of directors of said corporation shall be three.

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

CARL L. CUTSINGER	3333 Avenida de Loyola Oceanside, Calif.
J. RUSSELL DAVIS	1625 David Escondido, Calif.
SHANNON L. CUTSINGER	2347 Nicklaus Oceanside, Calif.



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate 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

JUL 28 1987



March Fong Eu

Secretary of State

RESOLUTION NUMBER

87-1

RESOLVED, that the Articles of Incorporation of the OCEANA EAST UNIT NO. 1 OWNERS ASSOCIATION, originally filed in the Office of the Secretary of State of the State of California on February 5, 1974, as document number 698021, be amended to read in full as follows:

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

OCEANA EAST UNIT NO. 1 OWNERS ASSOCIATION

FIRST: The name of this corporation is:

OCEANA EAST UNIT NO. 1 OWNERS ASSOCIATION

SECOND: This corporation is a non-profit mutual benefit corporation organized under the Non-profit 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.

THIRD: The specific and primary purpose for which this corporation is formed is to manage, maintain, repair and operate real property, together with the improvements thereon, in the County of San Diego, State of California, on a non-profit basis.

FOURTH: ~~THE~~ The general purpose for which this corporation is formed is not for pecuniary profit, but is to provide a legal entity through which the members may exercise their rights, duties and obligations as owners as tenants-in-common of undivided fee simple percentage interests in said real property and the improvements thereon.

FIFTH: In the furtherance of the foregoing purposes, this corporation shall have the following powers:

- (a) To acquire by deed, devise, bequest, purchase or otherwise, any and all forms of property.

- (b) To hold, invest, reinvest, manage and dispose of such property or the income therefrom in any manner not contrary to the laws of the State of California governing corporations organized pursuant to the Non-profit Mutual Benefit Corporation Law.
- (c) To have and exercise all powers conferred by or permissible under the laws of the State of California upon or for corporations formed under the Non-profit Mutual Benefit Corporation Law.
- (d) To do all acts and things which may be reasonably necessary, proper or convenient for the lawful accomplishment of the general and specific purposes hereinbefore specified, or any purpose whether or not herein mentioned and constituting a lawful activity for this corporation.

SIXTH: Upon dissolution of this corporation, whether voluntary or involuntary, any and all net assets of the corporation shall be distributed among the members in accordance with their respective rights therein.

SEVENTH: The County in the State of California in which the principal office for the transaction of business of this corporation is located in the County of San Diego.

EIGHTH: The number of directors of said corporation shall be as set forth in the Bylaws.

NINTH: This corporation shall have no shares of stock.

TENTH: The authorized number and qualifications of officers and members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

ELEVENTH: This corporation shall have perpetual existence.

TWELFTH: This corporation elects to be governed by all of the provisions of the Non-profit Mutual Benefit Corporation law (Division 2, Part 3, of the California Corporation Code.)

CERTIFICATE OF AMENDMENT

OF

ARTICLE OF INCORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JUL 15 1987

MARCH FONG EU, Secretary of State

WILLIAM FLANAGAN and EUNICE ATHEY certify that:

1. They are the President and Secretary, respectively, of OCEANA EAST UNIT NO. 1 OWNERS ASSOCIATION, a California NON-PROFIT corporation.
2. At a meeting of the Board of Directors of the corporation, duly held at Oceanside, California, on July 9, 1987, the resolution attached hereto as Exhibit "A" was duly adopted.
3. The members of the association have approved the amendment by Resolution by written ballot pursuant to the provisions of section 7513 of the California Corporations Code. The wording of the amended Articles, as set forth in the members' resolution is the same as set forth in the directors' resolution attached as Exhibit "A."
4. The number of members who voted affirmatively for the adoption of the resolution is 98, and the number of members constituting a quorum is 65.



William T. Flanagan, President



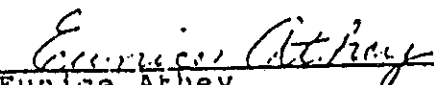
Eunice Athey, Secretary

The undersigned declare, under penalty of perjury under the laws of the State of California, that the matters set forth in the foregoing Certificate are true of their own knowledge.

7-9-87



William T. Flanagan



Eunice Athey