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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

MAY 8 1937



*March Fong Eu*

Secretary of State

1406285

ENDORSED  
FILED  
in the Office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION  
OF  
LAKE HILLS MAINTENANCE CORPORATION

MAY 1 1987

227978

MASON FONG III, Secretary of State

ONE: The name of this corporation ("Maintenance Corporation" herein) is LAKE HILLS MAINTENANCE CORPORATION.

TWO: This corporation is a nonprofit mutual benefit corporation organized under the 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.

THREE: The Maintenance Corporation's initial agent for service of process is Lenard B. McQuarrie, whose business address is 3931 MacArthur Boulevard, Suite 113, Newport Beach, California 92660.

FOUR: The Maintenance Corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, provided that the Maintenance Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the following purposes of the Maintenance Corporation:

(a) To bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a planned residential development known as Lake Hills ("Project"), located in the unincorporated area of the County of Riverside, State of California.

(b) To promote the common good, health, safety and general welfare of all the residents within the Project.

(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Maintenance Corporation arising from that certain Master Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Lake Hills (the "Master Declaration") recorded or to be recorded with the Riverside County Recorder and applicable to the Project, as such Master Declaration may be amended from time to time.

FIVE: The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws. Amendment of these Articles of Incorporation shall require approval of the Board of Directors and the vote or written consent of both (1) Delegates representing at least a majority of the total voting power of the Maintenance Corporation, and (2) Delegates representing at least a majority of the voting power of the Maintenance Corporation residing in Members other than the subdivider ("Declarant") and all Participating Builders (as defined in the Master Declaration) of the Properties. In addition to the foregoing, as long as there exists a Class A and a Class B Membership, amendment of these Articles shall require the vote or written consent of Delegates representing at least a majority of the voting power of each such Class of Members.