



**SECRETARY OF STATE**

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

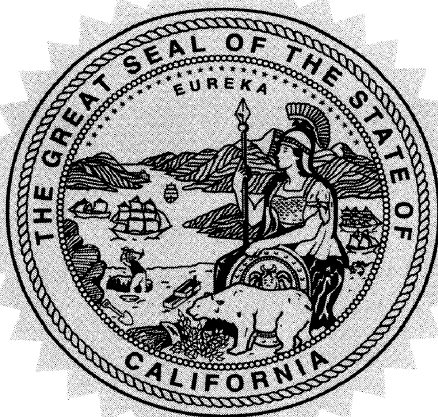
That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

**JUL 19 2002**

*Bill Jones*

Secretary of State



2442976

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

JUL 17 2002

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION  
OF  
QUAIL HILL COMMUNITY ASSOCIATION

ARTICLE I

NAME

1.1 The name of this corporation is QUAIL HILL COMMUNITY ASSOCIATION.

ARTICLE II

PURPOSES

2.1 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.

2.2 The specific purpose of this corporation is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended, and of Section 23701(t) of the California Revenue and Taxation Code, as amended. The corporation will manage a common interest development under the Davis-Stirling Common Interest Development Act, namely that certain residential master planned community commonly known as "Quail Hill," located in the City of Irvine, County of Orange, State of California, (the "Community").

2.3 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 purpose of this corporation.

2.4 The corporation may also exercise the powers granted to a nonprofit, mutual benefit corporation enumerated in Section

7140 of the California Corporations Code, as the same may be amended, from time to time. In addition, the corporation may exercise the powers granted to an association by Section 383 of the California Code of Civil Procedure and the applicable provisions of Sections 1350, et seq., of the California Civil Code, as the same may be amended, from time to time.

### ARTICLE III

#### AGENT FOR SERVICE OF PROCESS

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

Daniel Hedigan  
c/o Irvine Community Development Company  
550 Newport Center Drive  
P.O. Box 6370  
Newport Beach, CA 92658-6370

### ARTICLE IV

#### LOCATION OF CORPORATE OFFICE

4.1 The initial business office of the corporation is located at:

Quail Hill Community Association  
c/o Irvine Community Development Company  
550 Newport Center Drive  
P.O. Box 6370  
Newport Beach, CA 92658-6370

The Community is located at the intersection of Shady Canyon Drive and Quail Hill Parkway, in the City of Irvine, County of Orange, 92603-0000. The Project does not currently have an onsite mailing address.

ARTICLE V

INITIAL MANAGING AGENT

5.1 The name and address of the corporation's initial managing agent is:

Keystone Pacific Property Management  
16845 Von Karman Avenue, Suite 200  
Irvine, CA 92606-4920

ARTICLE VI

AMENDMENTS

6.1 So long as the two-class voting structure provided for in the ByLaws shall remain in effect, these Articles may be amended only by the vote or written assent of fifty-one percent (51%) of the members of the Board of Directors and by Delegates casting affirmative votes on behalf of fifty-one percent (51%) of each class of Members. At such time as the Class B membership shall cease and be converted to Class A membership, as set forth in the ByLaws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

(a) Delegates casting affirmative votes on behalf of fifty-one percent (51%) of the voting power of the corporation;

(b) Delegates casting affirmative votes on behalf of fifty-one percent (51%) of the Members, other than the Declarant and Merchant Builders (as defined in the Master Declaration recorded on the Community); and

(c) Fifty-one percent (51%) of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, who is the incorporator of this corporation has executed these Articles of Incorporation this 17th day of July, 2002.



Norman E. Witt, Jr.

