

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 was prepared by and in this office from the record on file, 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

MAY 20 1987



March Fong Eu

Secretary of State

549576

FILED

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

JUL 18 1968

FRANK J. JORDAN, Secretary of State

Frank Jordan
Deputy

ARTICLES OF INCORPORATION
OF
MONTEVALLE OF SANTA CRUZ, INC.

ARTICLE I
Name

The name of this corporation is

MONTEVALLE OF SANTA CRUZ, INC.

ARTICLE II
Purposes

The purposes for which this corporation is formed are:

(a) The specific and primary purpose for which this corporation is formed is to own, provide management services, maintenance, preservation and control of that real property and improvements thereto in the County of Santa Cruz, State of California, described as follows:
All of that real property described as

All of that real property described as the common area and existing for the use and benefit of lot owners and holders of membership certificates in this corporation within a subdivision or subdivisions to be formed pursuant to the laws of the State of California.

And, as a specific and primary purpose of the corporation, to improve, maintain and operate the said real property and improvements thereon as a mutually owned common area for holders of membership certificates in this corporation, including the building and other improvements and facilities thereto, and to provide and furnish incidental and related social and recreational facilities as well as maintenance for its members of said common area, and likewise to exercise such jurisdiction of the parcels of real property owned by the owners holding membership in the corporation pursuant to the provisions of the By-Laws of the corporation and the recorded Declaration of Covenants, Conditions and Restrictions. As and for this purpose, it is specifically acknowledged that it is the intention to develop the subject real property into separate units, referred to as Unit #1 and Unit #2, and that each of said Units shall have Declaration of Covenants, Conditions and Restrictions, and further and likewise that concurrent with the recording thereof for Unit #1 there shall be recorded by express written intent a Declaration of Reciprocal Covenants and Easements which shall express the intent and obligation that there shall thereby be a common control and administration of the whole of the real property.

Restriction of right
to amend articles
Yes

(b) To regulate the times, the nature, and other matters related to the use of the facilities owned by and operated by the corporation.

(c) To provide safe and convenient use of the subject holdings of the corporation and for the maintenance thereof.

(d) The corporation shall not earn profits for distribution to its members, except upon dissolution or except in order to carry out its other purposes.

(e) To engage in any lawful activity normally incidental to its purposes, or such other activities beneficial and agreeable to its membership, and to possess and exercise all the powers conferred by law upon non-profit corporations, and to have all other powers and do all other acts necessary or incidental to the administration of the affairs and the carrying out of the purposes of this corporation.

ARTICLE III Membership Rights

The authorized number and qualification of the members of the corporation, the different classes of membership, if any, the voting rights, and other rights and privileges of members, and the obligation of members, shall be as set forth in the By-Laws of this corporation.

ARTICLE IV Directors

The number of directors of this corporation shall be three (3).
The names and addresses of the persons who are appointed to act as directors until the selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
HOWARD R. HICK	19701 Mora Drive Los Altos, California;
REYNOLD REYZLAFF	800 Brommer Street, Space #9 Santa Cruz, California 95060;
D. VAN WELTMAN	7100 Rainbow Drive #4 San Jose, California 95129.

ARTICLE V Principal Office

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is SANTA CRUZ COUNTY.

ARTICLE VI
Non-Profit Corporation

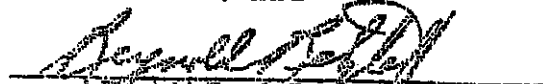
This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California. Nothing contained in the foregoing statement of purposes hereunder shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution or winding up.

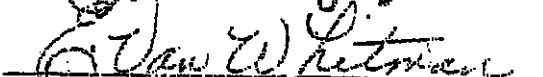
ARTICLE VII
Purpose for Existence

This corporation is formed in accordance with and subject to the provisions of Sections 2902 and 29102.1 of the California Corporations Code and Sections 11000 and following of the Business & Professions Code of the State of California, and is intended to exist solely for the purpose of providing services in the continued ownership and operation of a "planned development" and "real estate development" as therein defined.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation and the persons named hereinabove as its first directors, have executed these Articles of Incorporation this 9 day of May, 1968.


Howard R. Hick


Reynolds Retslaw


E. Van Whitman

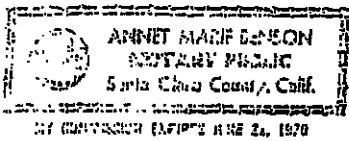
STATE OF CALIFORNIA)
COUNTY OF SANTA CLARA) SS

On May 9, 1968, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared

EDWARD R. HICK, REYNOLD RETZLAFF and E. VAN WHITMAN,

known to me to be the persons described in and whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal in the County of Santa Clara the day and year to this certificate first above written.



Annet Marie Benson
Notary Public, State of California

My commission expires: June 21, 1970