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FILED

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

AUG 27 1984

SHARON K. HAWKINS (LL Secretary of State

By Sharon K. Hawkins
Deputy

ARTICLES OF INCORPORATION

ROYAL PALM RANCH HOMEOWNERS' ASSOCIATION, INC.

A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

I

The name of this corporation is ROYAL PALM RANCH HOMEOWNERS' ASSOCIATION, INC. ("Association" hereinafter).

II

This corporation is a non-profit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation Law of the State of California. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Subject to the provisions of the recorded or to-be-recorded Declaration of Establishment of Covenants, Conditions and Restrictions applicable to the project ("Declaration"), the specific purposes for which the corporation is formed are to form a residential real estate management association and to provide for the acquisition, construction, management, maintenance and care of real and personal property held by the Association or commonly held by members of the Association, or located in the project and owned by members of the Association, and otherwise to act and be operated as a "homeowners association", as defined in Section 528 of the Internal Revenue Code of 1984, as amended and the California Revenue and Taxation Code, Section 23701c, as amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and purposes and powers in each clause shall, in no way be limited or restricted by reference to or inference from, the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

However, the Association shall not, except to a nominal necessary degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

III

The principal office for the transaction of the business of the Association is in San Bernardino County.

IV

No part of the net earnings of the Association shall inure to the benefit of any private individual (except through acquiring, constructing or providing management, maintenance and care of property held by the Association, or commonly held by members of the Association, or located in the project and owned by members of the Association, or through rebates of excess membership dues, fees or assessments).

V

The authorized number and qualification of members of the Association, the different classes of members, if any, the voting and other rights and privileges of members, their liability for assessments and the method of collecting them shall be controlled by the Bylaws.

VI

If the two-class voting structure is still in effect in the Association, these Articles may be amended only with the vote or written assent of a majority of the Board and a majority of each class of membership in the Association.

If the two-class voting structure is no longer in effect in the Association because of the conversion of Class B to Class A membership, these Articles may be amended only by a majority of the Board and a majority of the voting power of the Association, including a majority of the votes other than the Declarant of the Declaration.

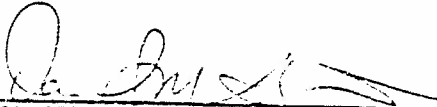
VII

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

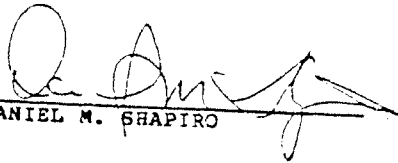
DANIEL M. SHAPIRO

16000 Ventura Boulevard, Suite 500
Encino, California 91436

Date: 8/27/94


DANIEL M. SHAPIRO

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


DANIEL M. SHAPIRO