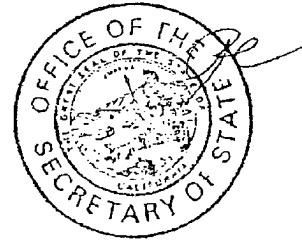
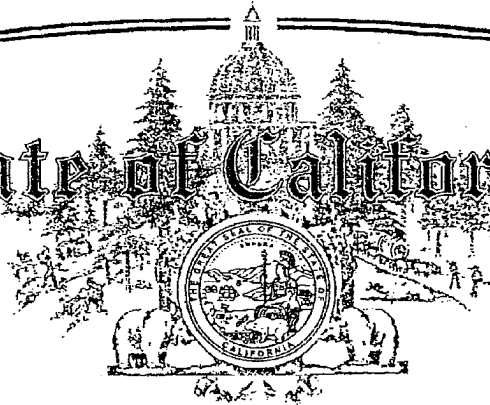


2450256

State of California



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

OCT 29 2002



Bill Jones

Secretary of State

2450256

STATE OF CALIFORNIA

OCT 28 2002

ARTICLES OF INCORPORATION
OF
BARRINGTON HEIGHTS
HOMEOWNERS' ASSOCIATION

BILL JONES, SECRETARY OF STATE

ARTICLE 1
NAME

The name of this corporation is BARRINGTON HEIGHTS HOMEOWNERS' ASSOCIATION (the "Corporation").

ARTICLE 2
NONPROFIT MUTUAL BENEFIT CORPORATION

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, other than credit union business, for which a corporation may be organized under such law.

ARTICLE 3
SPECIFIC PURPOSES OF THE CORPORATION

The Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The specific purpose for which this Corporation is formed is to provide for the administration, maintenance, preservation and architectural control of the residential lots and Common Area within that certain real property situated in the unincorporated area of the County of Riverside, State of California (the "Project") and more particularly described in the Declaration of Establishment of Conditions, Covenants, and Restrictions for Barrington Heights (the "Declaration") which has been, or will be, recorded in the Office of the County Recorder of Riverside County.

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.

ARTICLE 4
SERVICE OF PROCESS

The name and address, in the State of California, of this Corporation's initial agent for service of process is: Robert Love, 22861 Tindaya, Mission Viejo, CA 92692.

be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned within the Project. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(1) Two (2) years from the date of the first conveyance of a subdivision interest in the most recent phase of the overall Project; or

(2) Four (4) years from the date of the first conveyance of a subdivision interest in the first phase of the overall Project.

ARTICLE 11 **AMENDMENT**

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 seventy-five percent (75%) of the voting power 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) At least a majority of the Board of Directors of the Corporation; and
- (b) At least seventy-five percent (75%) of the Members of the Corporation; and
- (c) At least seventy-five percent (75%) of the votes of Members other than Declarant.

In either event, any and all amendments to the Articles of Incorporation shall require the approval of a majority of the Board of Directors.

Notwithstanding the foregoing, the percentage of a quorum of the Members or the Members other than the Declarant necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

ARTICLE 12 **MISCELLANEOUS**

The authorized number, if any, and qualifications of Members of the Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of membership and their liability for dues and assessments and the method of collection thereof,