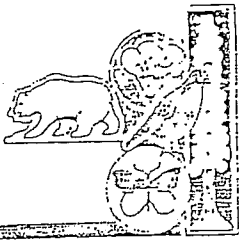


7645



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 has been compared with the 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

OCT 27 1981



March Fong Eu

Secretary of State

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

DEC 20 1982

MARCH FONG EU, Secretary of State

JAMES E. HARRIS
Deputy

RESTATED ARTICLES OF INCORPORATION
OF
ROSEMEAD FAIRWAY VILLAS HOMEOWNERS ASSOCIATION

WILLIAM LYON and JAMES McNAMARA certify that:

1. They are the President and the Secretary, respectively, and Members of the Board of Directors of Rosemead Fairway Villas Homeowners Association, a California nonprofit mutual benefit corporation.

2. The action taken in these Restated Articles of Incorporation of Rosemead Fairway Villas Homeowners Association was authorized and approved by the Board of Directors. Pursuant thereto, the Articles of Incorporation are hereby amended and revised in the following particulars:

a. The main title of the Articles of Incorporation of said corporation shall be amended to read as follows: "ARTICLES OF INCORPORATION OF WHITTIER GREENS HOMEOWNERS ASSOCIATION".

b. Article I of the Articles of Incorporation of said corporation shall hereby be amended to read as follows:

"The name of this corporation is WHITTIER GREENS HOMEOWNERS ASSOCIATION."

c. Article V of the Articles of Incorporation of said corporation shall be amended to delete the following passage contained in Paragraph 1 thereof:

"(in the absence of a leasehold estate) to, or a leasehold estate for a term of years."

d. The above amendments have been approved by the Board of Directors.

3. The above amendments have been approved by the required vote of each class of membership, as set forth in Article VII of the original Articles of Incorporation of said corporation as amended.

4. The following Restated Articles restate the entire text of the Articles of Incorporation of said corporation as amended to date, including the above amendments:

ARTICLES OF INCORPORATION
OF
WHITTIER GREENS HOMEOWNERS ASSOCIATION

ARTICLE I
NAME

The name of this corporation is WHITTIER GREENS HOMEOWNERS ASSOCIATION.

ARTICLE II
PURPOSES OF THIS CORPORATION

The 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.

The primary purposes for which this corporation is formed are to provide for the acquisition, construction, management, maintenance and care of the Property of this

corporation, and the management, maintenance and care of common areas which are the property of this corporation; to maintain architectural control and enforce protective restrictions within that certain tract of property (the "Properties") situated in the City of Rosemead, County of Los Angeles, State of California, more particularly described in that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Fairway Villas (the "Declaration"), made or to be made by Rosemead Venture (collectively with its successors and assigns, pursuant to the Declaration, "Grantor") and recorded or to be recorded in the Official Records of the County of Los Angeles, State of California; to promote the community comprising this corporation; and otherwise to act and be operated as a "homeowners' association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended, and in Section 23701f of the Revenue and Taxation Code of California, as amended.

ARTICLE III
AGENT FOR SERVICE OF PROCESS

The name of this corporation's initial agent for service of process is

(Name omitted pursuant to Corporations Code Section ~~5104~~⁷⁸¹⁹).

ARTICLE IV
BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors of five (5) members. The names and addresses of the persons who are to act as incorporating members of the Board of Directors of this corporation and to continue as such members of the Board of Directors until the qualification and election of their successors are:

(Names omitted pursuant to Corporations Code Section ~~5104~~⁷⁸¹⁹).

ARTICLE VI
MEMBERSHIP

Every person or entity who holds (i) fee simple interest of record in a Unit (as that term is defined in the Declaration) and in the undivided interest appurtenant to such Unit in the Common Area (as that term is defined in the Declaration), excepting all Common Area Improvements (as that term is defined in the Declaration), and (ii) fee simple title to the undivided interest appurtenant to such Unit in all Common Area Improvements, including sellers under executory contracts of sale, but excluding those having such interests merely as security for the performance of an obligation hereinafter referred to as the "Owner" with respect to the Condominium (as that term is defined in the Declaration) of which such Unit is a part, shall be a member of this corporation (hereinafter referred to as a "Member"). Membership shall be appurtenant to and may be separated from such interests.

This corporation shall have two classes of voting membership as follows:

(a) Class A. Class-A Members shall originally be all Owners, with the exception of Grantor for so long as there exists a Class-B membership. Each Class-A Member shall be entitled to one (1) vote for each Owner's Property (as that term is defined in the Declaration) with respect to which assessments have been levied by this corporation and of which such Member is the Owner. Grantor shall become a Class-A Member for so long as Grantor is an Owner upon conversion of Grantor's Class-B membership as provided below. When more than one Person (as that term is defined in the Declaration) holds an interest in any Owner's Property, all such Persons shall be Members. The vote for such Owner's Property shall be exercised in accordance with the Bylaws of this corporation, and in no event shall more than one (1) Class-A vote be cast with respect to any Owner's Property.

(b) Class B. The Class-B Member shall be Grantor and Grantor shall be entitled to three (3) votes for each Owner's Property with respect to which assessments have been levied by this corporation and of which Grantor is the Owner. The Class-B membership shall be converted to Class-A membership and shall forever cease to exist on the occurrence of whichever of the following is first in time:

(1) Equality of the total number of votes outstanding in the Class-A membership with the total number of votes outstanding in the Class-B membership; or

(2) The second anniversary of the original issuance of the most recently issued Final Subdivision Public Report for a Phase of Development (as that term is defined in the Declaration); or

(3) The fourth anniversary of the original issuance of the Final Subdivision Public Report for Phase 1 (as that term is defined in the Declaration).

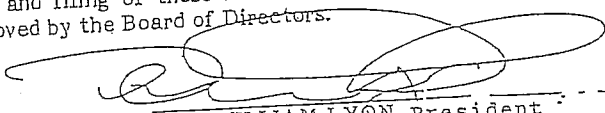
ARTICLE VI NET EARNINGS; DISSOLUTION

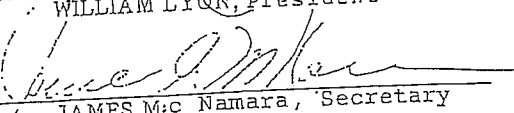
No part of the net earnings of this corporation shall inure to the benefit of any private individual, except with respect to the acquisition, construction, or provision for management, maintenance, and care of the property of this corporation, or located in the Properties and owned by the Members, and other than by a rebate of excess membership dues, fees, or assessments. In the event of the dissolution, liquidation or winding up of this corporation, upon or after termination of the Declaration in accordance with the provisions thereof, the assets of this corporation remaining after payment, or provisions for payment, of all debts and liabilities of this corporation, shall be divided among and distributed in equal shares with respect to Condominiums to the Members owning each Condominium in accordance with their respective rights therein.

ARTICLE AMENDMENTS


These Articles of Incorporation may be amended only by the vote or written assent of a majority of the members of the Board of Directors and the vote or written assent of a majority of the members of the Association, during the time that there are two outstanding classes of membership, and, thereafter, by the vote or written assent of a majority of the members of the Board of Directors, the vote or written assent of seventy-five percent (75%) of the voting power of this corporation and the vote or written assent of seventy-five percent (75%) of the voting power of Members other than Grantor, provided that the vote required to amend any provision of these Articles of Incorporation shall in no event be less than the prescribed affirmative vote required for action to be taken under such provision.

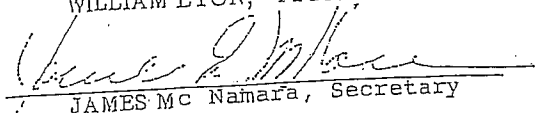
7. The execution and filing of these Restated Articles of Incorporation was authorized and has been approved by the Board of Directors.


WILLIAM LYON, President


JAMES Mc Namara, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of their own knowledge, and that this Declaration was executed on December 13, 1982 at 19 Corporate Plaza, Newport Beach, California


WILLIAM LYON, President


JAMES Mc Namara, Secretary

Section 1.23. First Mortgage shall mean a Mortgage (as hereinafter defined) that constitutes a first lien upon the Owner's Property that secures such Mortgage.

Section 1.24. First Mortgagee shall mean the Mortgagee (as hereinafter defined) of a First Mortgage.

Section 1.25. First Mortgagor shall mean the Mortgagor (as hereinafter defined) of a First Mortgage.

Section 1.26. Garage shall mean Garage, as that term is defined by the Condominium Plan.

Section 1.27. GNMA shall mean the Government National Mortgage Association.

Section 1.28. Grantor shall mean the Rosemead Venture, a California joint venture; its successors; and any Person (as hereinafter defined) to which it shall have assigned any rights hereunder by express written assignment recorded in the Official Records of the County, provided that the term "Grantor" shall not include any Person who succeeds Grantor to or is assigned by Grantor interests only in Condominiums the Improvements with respect to which are complete.

Section 1.29. Improvement shall mean any structure or appurtenance thereto of every type, nature and kind, including but not limited to buildings, outbuildings, walkways, sprinkler pipes, garages, swimming pools, cabanas, recreational facilities, roads, driveways, parking areas, fences, screening walls, retaining walls, stairs, decks, landscaping, antennae, hedges, windbreaks, plantings, planted trees and shrubs, poles, signs, exterior air conditioning and water-softening fixtures or equipment.

Section 1.30. Manager shall mean the Person appointed by the Association, as its agent and delegated certain duties, powers or functions of the Association as further provided in this Declaration and in the By-Laws.

Section 1.31. Member shall mean any Person holding a membership in the Association, as provided in this Declaration, in the Articles and in the By-Laws.

Section 1.32. Mortgage shall mean any mortgage or deed of trust or other conveyance of an Owner's Property to secure the performance of an obligation, which will be reconveyed upon the completion of such performance.

Section 1.33. Mortgagee shall mean a Person to whom a Mortgage is made and shall include the beneficiary of a deed of trust.

Section 1.34. Mortgagor shall mean the maker of a Mortgage, and shall include the trustor of a deed of trust.

Section 1.35. Notice and Hearing shall mean written notice and a public hearing before a hearing committee appointed by the Board of Directors, at all events satisfying the minimum requirements of California Corporations Code Section 7341, at which the Owner concerned shall have an opportunity to be heard in person, or by counsel at such Owner's expense, in the manner for which provision is made in the By-Laws.

ARTICLES OF INCORPORATION

OF

ROSEMEAD FAIRWAY VILLAS

HOMEOWNERS ASSOCIATION

1058179

ENDORSED
FILED

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

OCT 27 1981

MARCH FONG EU, Secretary of State
Carmelle M. Guy
Deputy

ARTICLE I

NAME

The name of this corporation is Rosemead Fairway Villas Homeowners Association.

ARTICLE II

PURPOSES OF THIS CORPORATION

The 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.

The primary purposes for which this corporation is formed are to provide for the acquisition, construction, management, maintenance and care of the property of this corporation, and the management, maintenance and care of common areas which are the property of this corporation; to maintain architectural control and enforce protective restrictions within that certain tract of property (the "Properties") situated in the City of Rosemead, County of Los Angeles, State of California, more particularly described in that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Fairway Villas (the "Declaration"), made or to be made by Rosemead Venture (collectively with its successors and assigns pursuant to the Declaration, "Grantor") and recorded or to be recorded in the official records of the County of Los Angeles, State of California; to promote the community comprising this corporation; and otherwise to act and be operated as a "homeowner's association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended, and in Section 23701 of the Revenue and Taxation Code of California, as amended.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

The name of this corporation's initial agent for service of process is K. V. Hansen. The address of its initial agent is 1801C Parkcourt Place, Suite 100, Santa Ana, California 92701.

ARTICLE IV

BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors of five (5) members. The names and addresses of the persons who are to act as incorporating members of the Board of Directors of this corporation and to continue as such members of the Board of Directors until the qualification and election of their successors are:

| | |
|---------------------|---|
| Jeffrey P. Rhoades | 1801C Parkcourt Place, Suite 100 Santa Ana, California 92701 |
| Ann Dennis G. Dover | 1801C Parkcourt Place, Suite 100 Santa Ana, California 92701 |
| Carl V. Hansen | 1801C Parkcourt Place, Suite 100 Santa Ana, California 92701 |
| Janita E. Balding | 1801C Parkcourt Place, Suite 100 Santa Ana, California 92701 |
| Vicki L. Cooper | 1801C Parkcourt Place, Suite 100 Santa Ana, California 92701 |

ARTICLE V

MEMBERSHIP

Every person or entity who holds (i) fee simple interest of record (in the absence of a leasehold estate) to or a leasehold estate for a term of years in a Unit (as that term is defined in the Declaration) and in the undivided interest appurtenant to such Unit in the Common Area (as that term is defined in the Declaration), excepting all Common Area Improvements (as that term is defined in the Declaration), and (ii) fee simple title to the undivided interest appurtenant to such Unit in all Common Area Improvements, including sellers under executory contracts of sale, but excluding those having such interests merely as security for the performance of an obligation (hereinafter referred to as the "Owner" with respect to the Condominium (as that term is defined in the Declaration) of which such Unit is a part), shall be a member of this corporation (hereinafter referred to as a "Member"). Membership shall be appurtenant to and may be separated from such interests.

This corporation shall have two classes of voting membership, as follows:

(a) Class A. Class-A Members shall originally be all Owners, with the exception of Grantor for so long as there exists a Class-B membership. Each Class-A Member shall be entitled to one (1) vote for each Owner's Property (as that term is defined in the Declaration) with respect to which assessments have been levied by this corporation and of which such Member is the Owner. Grantor shall become a Class-A Member for so long as Grantor is an Owner upon conversion of Grantor's Class-B membership as provided below. When more than one Person (as that term is defined in the Declaration) holds an interest in any Owner's Property, all such Persons shall be Members. The vote for such Owner's Property shall be exercised in accordance with the By-Laws of this corporation, and in no event shall more than one (1) Class-A vote be cast with respect to any Owner's Property.

(b) Class B. The Class-B Member shall be Grantor and Grantor shall be entitled to three (3) votes for each Owner's Property with respect to which assessments have been levied by this corporation and of which Grantor is the Owner. The Class-B membership shall be converted to Class-A membership and shall forever cease to exist on the occurrence of whichever of the following is first in time:

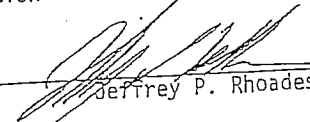
- (1) Equality of the total number of votes outstanding in the Class-A membership with the total number of votes outstanding in the Class-B membership; or
- (2) The second anniversary of the original issuance of the most recently issued Final Subdivision Public Report for a Phase of Development (as that term is defined in the Declaration); or
- (3) The fourth anniversary of the original issuance of the Final Subdivision Public Report for Phase 1 (as that term is defined in the Declaration).

ARTICLE VI
NET EARNINGS; DISSOLUTION

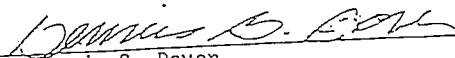
No part of the net earnings of this corporation shall inure to the benefit of any private individual, except with respect to the acquisition, construction, or provision for management, maintenance, and care of the property of this corporation, or indicated in the Properties and owned by the Members, and other than by a rebate of excess membership dues, fees, or assessments. In the event of the dissolution, liquidation or winding up of this corporation, upon or after termination of the Declaration in accordance with the provisions thereof, the assets of this corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be divided among and distributed in equal shares with respect to the Condominiums to the Members owning each Condominium in accordance with their respective rights therein.

ARTICLE VII
AMENDMENTS

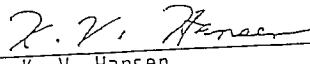
These Articles of Incorporation may be amended only by the vote or written assent of a majority of the members of the Board of Directors and the vote or written assent of a majority of the voting power of each class of membership of the Association, during the time that there are two outstanding classes of membership, and, thereafter, by the vote or written assent of a majority of the members of the Board of Directors, the vote or written assent of seventy-five percent (75%) of the voting power of this corporation and the vote or written assent of seventy-five percent (75%) of the voting power of Members other than Grantor, provided that the vote required to amend any provision of these Articles of Incorporation shall in no event be less than the prescribed affirmative vote required for action to be taken under such provision.



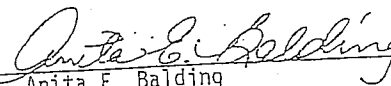
Jeffrey P. Rhoades



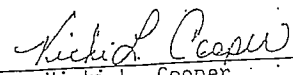
Dennis G. Dover



K. V. Hansen



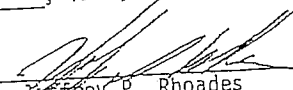
Anita E. Balding




Vicki L. Cooper

Each of the undersigned declares that the undersigned are the persons who executed the foregoing Articles of Incorporation, and that said instrument is their act and deed.

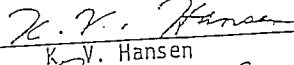
Executed this 27th day of October, 1981, at Santa Ana, California.




Jeffrey P. Rhoades



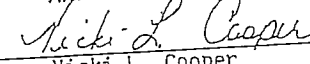
Dennis G. Dover



K. V. Hansen



Anita E. Balding



Vicki L. Cooper

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.

On October 27, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared Jeffrey P. Rhoades, Dennis G. Dover, K. V. Hansen, Anita E. Balding and Vicki L. Cooper known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Signature *Ethel L. Henley*
Ethel L. Henley

(official notarial seal)

