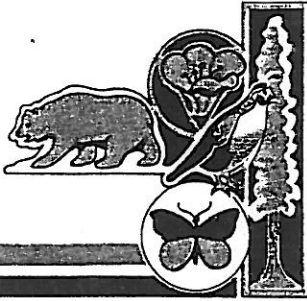


Articles of Incorporation

for

Avalon at Eagles Crossing
Homeowners Association

If this document contains any restriction based on race, color, religion, sex, familial status, marital status, disability, national origin, or ancestry, that restriction violates state and federal fair housings laws and is void, and may be removed pursuant to Section 12956.1 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

1567605

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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

MAY 07 1990



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
FOR
AVALON AT EAGLES CROSSING HOMEOWNERS ASSOCIATION

MAY 07 1990

ARTICLE I

MARCH FONG EU, Secretary of State

The name of this corporation is AVALON AT EAGLES CROSSING HOMEOWNERS ASSOCIATION, (hereinafter referred to as the "Association").

ARTICLE II

The purposes for which the Association is formed are as follows:

(a) 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.

(b) The specific and primary purpose of the Association is to act as a "management body" for the preservation, maintenance, improvement and architectural control of the Common Area, which comprises the Avalon At Eagles Crossing Condominium Project (hereinafter referred to as the "Project") in San Diego County, California.

The Association may also exercise the powers granted to a nonprofit mutual benefit corporation enumerated in Section 7140 of the Corporation Code. In addition, the Association may exercise the powers granted to an Association by Section 374 of the Code of Civil Procedure and the powers granted to the Association in the Davis-Stirling Common Interest Development Act (Civil Code Section 1350 et seq).

The foregoing clauses concerning the purposes of the Association shall be considered as a statement of both purposes and powers; and the purposes and powers in each clause shall, except where otherwise expressed, be in no manner limited or restricted by reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers. Notwithstanding the foregoing, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purpose of the Association.

ARTICLE III

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

Nancy A. Zeibak
5122 Avenida Encinas
Carlsbad, California 92008

ARTICLE IV

The rights of members, number of members, and manner of election of the Board of Directors and all other matters concerning the operation and governance of the Association shall be as set forth in the Bylaws.

ARTICLE V

On the dissolution or winding up of the Association, the assets of the Association remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be distributed to the owners (as defined in the Declaration) of Condominiums in the Project, as their interests may appear.

ARTICLE VI

Amendments to these Articles of Incorporation shall require the assent (by vote or written consent) of members representing two-thirds (2/3) or more of the voting power of each class of members; provided, however, that after conversion of the Class B membership to Class A membership, amendment to these Articles of Incorporation shall require the assent (by vote or written consent) of (i) two-thirds (2/3) or more of the total voting power of the governing body (ii) two-thirds (2/3) or more of the voting power of members other than Declarant (as defined in the Declaration), and (iii) at least two-thirds (2/3) of the voting power of the Association.

ARTICLE VII

Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium which is subject by covenants of record to assessment by the corporation shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Condominium which is subject to assessment by the corporation.

ARTICLE VIII

The Corporation shall have two classes of voting membership:

CLASS A. Each Member, other than the Declarant, shall be a Class A member. Class A membership entitles the holder to one (1) vote for each Condominium of which he or she is record owner. If a Condominium is owned by more than one person, each such person shall be a Member of the Corporation, but there shall be no more than one (1) vote for each Condominium.

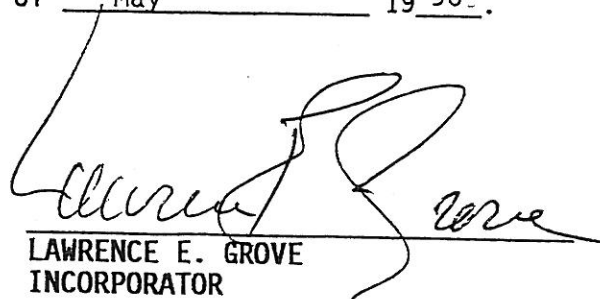
CLASS B. The Declarant is a Class B Member. Class B membership entitles the holder to three (3) votes for each Condominium of which the Declarant is record owner.

The Class B membership shall be irreversibly converted to Class A membership on the first to occur of the following:

(a) two (2) years following the date of issuance by the California Department of Real Estate of its Final Subdivision Public Report covering the most recent Phase of the Project; or

(b) the fourth (4th) anniversary of the issuance by the California Department of Real Estate of its original Final Subdivision Public Report for the first Phase of the Project.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 2nd day of May 1990.


LAWRENCE E. GROVE
INCORPORATOR