



State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

AUG 17 1987



*March Fong Eu*

Secretary of State

1415425

ARTICLES OF INCORPORATION  
OF  
TERRA MAR HOMEOWNERS ASSOCIATION

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

AUG 14 1987

ARTICLE I

MARCH FONG EU, Secretary of State

NAME

The name of this corporation shall be TERRA MAR  
HOMEOWNERS ASSOCIATION.

ARTICLE II

PURPOSES

(a) This corporation is a nonprofit mutual benefit corporation organized pursuant to the Nonprofit 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.

(b) The specific and primary purpose for which this corporation is formed is to provide community services and facilities, or contract for the provision thereof, for the general use, benefit and welfare of the owners of residential lots situated within that certain real property in the City of Oceanside, County of San Diego, California, described as Southridge Trails Unit No. 3, known as Terra Mar. 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.

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

ARTICLE III

AGENT FOR SERVICE OF PROCESS

The name and address of the initial agent of this corporation for service of process is as follows:

Richard D. Emery  
2141 Palomar Airport Rd., Ste 320  
Carlsbad, CA 92009

ARTICLE IV

DIRECTORS

(a) The names and addresses of the persons who are appointed as first directors of this corporation are as follows:

<u>Gary A. Gramling</u>	<u>2141 Palomar Airpt. Rd., Ste 320</u> <u>Carlsbad, CA 92009</u>
<u>Richard D. Emery</u>	<u>2141 Palomar Airpt. Rd., Ste 320</u> <u>Carlsbad, CA 92009</u>

<u>Karen Klock</u>	<u>2141 Palomar Airt. Rd., Ste 320</u> <u>Carlsbad, CA 92009</u>
<u>Theresa Doyle</u>	<u>1748 W. Katella Ave., Ste 103</u> <u>Orange, CA 92667</u>
<u>Sonya Steeby</u>	<u>1748 W. Katella Ave., Ste 103</u> <u>Orange, CA 92667</u>

(b) Said directors, or any directors selected prior to the first annual election of the members of this corporation, shall act as such only until said first annual election, at which time the continuance of said directors, or any thereof, or the selection of any new director or directors, shall be determined in accordance with the By-Laws.

(c) The number of directors of this corporation shall be set forth in the By-Laws of this corporation, and such number may be changed by amendment to the By-Laws.

## ARTICLE V

### BY-LAWS

The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of the two (2) classes of membership, shall be as set forth in the By-Laws of this corporation. The provisions for the elections and the term of office of the Board of Directors, and for the adoption, approval, and use by this corporation of membership certificates setting forth thereon the rights and privileges of said members, shall also be as set forth in the By-Laws of this corporation.

ARTICLE VI

DISSOLUTION

Upon dissolution of this corporation, the net assets, remaining after satisfaction of all just debts and obligations of the corporation, shall not inure to the benefit of the members of the corporation, but shall be distributed to any other nonprofit corporation organized for purposes similar to this corporation or to a city, county or other public agency with the intent of carrying out the purposes of this corporation.

ARTICLE VII

AMENDMENT OF ARTICLES

Amendment of these Articles shall require the vote or written consent of (i) a majority of the Members of the Board of Directors; and (ii) a majority of the voting power of the corporation; and (iii) a majority of the voting power of members of this corporation other than the Declarant provided, however, if the two-class voting structure is still in effect as provided by the By-Laws of this corporation these Articles may not be amended without the vote or written assent of a majority of each class of membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the first directors,

have executed these Articles of Incorporation this 13th day of  
August, 1987.

*Barry Brundin*  
*Rene*  
*Jared Seal*  
*Theresa Boyle*  
*Douglas Steuby*

We declare that we are the persons who executed the  
above Articles of Incorporation, and that this instrument is our  
act and deed.

P *Barry Brundin*  
VP *Rene*  
T *Jared Seal*  
S *Theresa Boyle*  
M/K *Douglas Steuby*