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FILED

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

APR 24 1992

March Fong Eu
MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION
OF
RIVER ISLAND EAST
HOMEOWNERS ASSOCIATION

The undersigned, desiring to form a corporation under the laws of the State of California, declare:

FIRST: The name of this Corporation is: RIVER ISLAND EAST HOMEOWNERS ASSOCIATION, hereinafter referred to as "Corporation."

SECOND: The initial agent for service of process in this State upon this Corporation shall be Ted Ringel, 2620 Augustine Drive, Suite 120, Santa Clara, CA 95054.

THIRD: This Corporation is a non-profit mutual benefit corporation organized under the Non-profit 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. Specifically it is organized as follows:

A. The specific and primary purpose of which the Corporation is formed is to provide for maintenance, preservation, and architecture control of the residential and common areas within that certain tract of property in the County of Tulare, California, known as RIVER ISLAND EAST.

B. This Corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of California, provided, however, that this Corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Paragraph A of this Article Third.

C. This Association is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes.

This Association shall not transfer all or substantially all of its assets or file a Certificate of Dissolution without the approval of 100% of the members as long as there is a lot, parcel, area, apartment, or unit for which an owners' association

is obligated to provide management, maintenance, preservation or control.

Upon the dissolution and winding up of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be disbursed to the remaining owners.

FOURTH: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board to be known as the Board of Directors. The number of Directors of this Corporation shall be three (3). The name and address of the persons who are appointed to act as the first Directors are:

Ted Ringel	2620 Augustine Drive, Suite 120, Santa Clara, CA 95054
Carolyn Fellows	2620 Augustine Drive, Suite 120 Santa Clara, CA 95054
Sam Gelpi	2620 Augustine Drive, Suite 120 Santa Clara, CA 95054

FIFTH: The following provisions are applicable to this Corporation.

A. Membership in the Corporation is limited to persons or entities who are owners of property within the Planned Unit Development.

B. Provision shall be set forth for the assessment of members and their property for the expenses to be incurred in the operation of this Corporation, all as provided in the Declaration and Bylaws.


C. Voting rights of the members of this Corporation are subject to special provisions as set forth in the Bylaws.


D. None of the activities of this Corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of any candidate for public office.


SIXTH: These Articles of Incorporation may be amended by the vote or written assent of at least a bare majority of the governing body and at least a bare majority of the voting power of the Corporation and at least a bare majority of members other than the subdivider. If, however, a two-class voting structure

is still in effect, these Articles may be amended only by the vote or written assent of fifty-one percent of the voting power of each class of membership and a majority of the Board of Directors. However, the percentage of voting power of the Association or of members other than the subdivider necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

IN WITNESS WHEREOF, for the purposes of forming this non-profit corporation under the laws of the State of California, we the undersigned, constituting the incorporators of this Corporation, and including all other persons named herein as the first directors, have executed these Articles of Incorporation this 19th day of April, 1992.

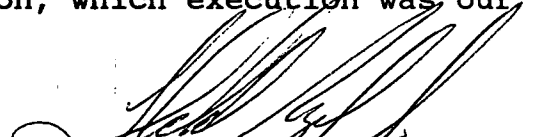


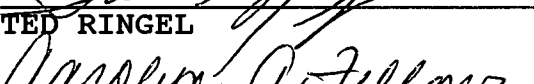
TED RINGEL



CAROLYN FELLOWS


SAM GELPI

We declare that we are the persons who executed the foregoing Articles of Incorporation, which execution was our own act and deed.



TED RINGEL


CAROLYN FELLOWS


SAM GELPI