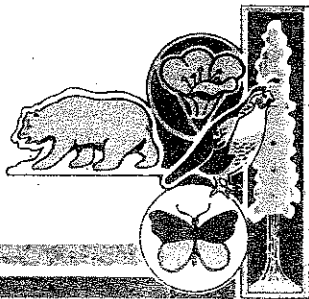


Articles of Incorporation

for the

**Magee Ranch
Homeowner Association**



State
of
California
OFFICE OF THE SECRETARY OF STATE

MAGEE RANCH HOMEOWNERS ASSOCIATION

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

That the annexed transcript was prepared by and in this office from the record on file, 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

OCT 30 1989



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
MAGEE RANCH HOMEOWNERS ASSOCIATION

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

OCT 16 1989

March Fong
MARCH FONG, Sec. Secretary of State

I

NAME

The name of this corporation shall be Magee Ranch Homeowners Association (hereafter referred to as the "Association").

II

STATUS

This Association is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Association is to engage in any lawful act or activity for which a corporation may be organized under such law.

III

SERVICE OF PROCESS

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

Mr. Kenneth Ma
2217 California Street
San Francisco, CA 94115

IV

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is located in Contra Costa County, State of California.

PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The purposes for which it is formed are as follows:

The specific and primary purposes of the Association are to provide for the ownership, maintenance, preservation and architectural control of a planned unit development located in the Town of Danville, Contra Costa County, State of California, more particularly described on that certain map recorded on October 10, 1989, in Map Book 338 at Page 19 of the Official Records of Contra Costa County, California.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms and provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the above statements of purposes and powers, the Association shall not engage in activities or exercise any powers which are not in furtherance of the primary purposes set forth in this Article V and nothing contained in the foregoing statement of purposes shall be construed to authorize the Association to carry on any activities for the profit of its Members or to distribute any gains, profits, or dividends to any of its Members as such. It is intended that the Association shall qualify as a Homeowner's Association under the applicable provisions of the United States Internal Revenue Code, Section 528, and of California Revenue and Taxation Code, Section 23701t, as amended from time to time. No part of the net earnings of the Association shall inure to the benefit of any private individual except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance and care of the Association property, and other than by a rebate of excess membership dues, fees or assessments.

DISSOLUTION

In the event of the dissolution, liquidation or winding up of the Association, upon or after termination of the Project, in accordance with provisions of the Declaration, its assets remaining after payment, or provisions for payment, of all debts

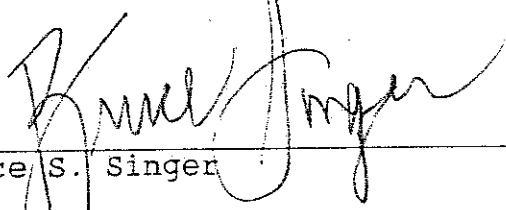
and liabilities of the Association shall be divided among and distributed to its Members in accordance with their respective rights therein.

VII

AMENDMENTS

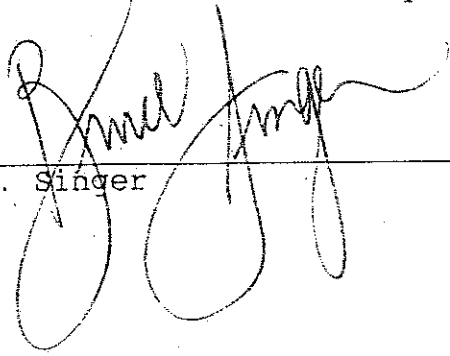
These Articles may be amended only by the affirmative vote (in person or by proxy) or written consent of at least a bare majority of the governing body and at least a bare majority of the voting power of each class of Membership in the Association (of one (1) class of Membership if only one (1) class of Membership then exists) and at least a bare majority of the votes of Members other than the subdivider.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of California, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this 13th day of October, 1989.



Bruce S. Singer

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Bruce S. Singer