



State of California

SECRETARY OF STATE

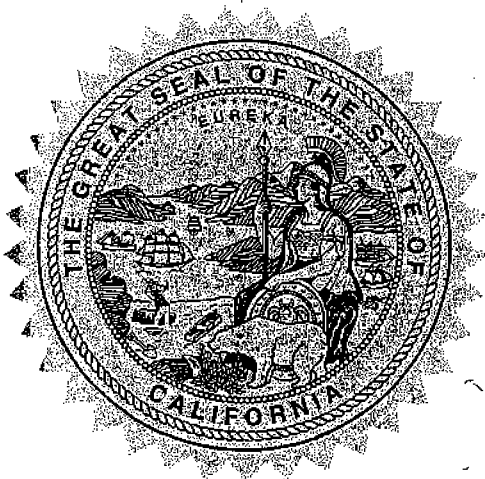


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, 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 day of

FEB 28 2002



Bill Jones

Secretary of State

2291764

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

FEB 26 2002

BILL JONES, Secretary of State

ARTICLES
OF
INCORPORATION

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This Space For Secretary of State Use Only

ARTICLES OF INCORPORATION OF
MONTAGE AT MISSION HILLS, INC.

ARTICLE I: NAME

The name of this corporation shall be Montage at Mission Hills, Inc.

ARTICLE II: PURPOSE

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 the Nonprofit Mutual Benefit Corporation Law.

The corporation is formed for the following specific and primary purposes:

- (a) To manage, maintain and preserve the residential planned development project known as Montage at Mission Hills, located within that certain real property in the City of Cathedral City, County of Riverside, described as Lots 20 through 32, inclusive; 73 through 75, inclusive; 102 through 105, inclusive; and Lettered Lots I, K, N, O, P, and Q of Tract No. 29771, and any additional property annexed into the Project in the future.
- (b) To promote the health, safety and welfare of the residents of the project.
- (c) To exercise the powers granted to a non-profit mutual benefit corporation enumerated in Corporation Code Section 7140 and the power granted to the Association in the Davis-Stirling Common Interest Development Act (Civil Code Section 1350) et. seq.
- (d) To operate a homeowners association within the meaning of Section 23701t of the California Revenue and Taxation Code.

ARTICLE III: AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of the initial agent of this corporation for service of process are as follows:

Dan B. Starkey
3002 Dow Avenue, Suite 142
Tustin, California 92780

ARTICLE IV: BUSINESS OR CORPORATE OFFICE

The business or corporate office of the association is 3002 Dow Avenue, Suite 142, Tustin, California 92780-7248. This office is not on site. The Project is located on Gerald Ford Drive near the cross street of Da Vall Drive, Cathedral City, California, 92234.

ARTICLE V: MANAGING AGENT

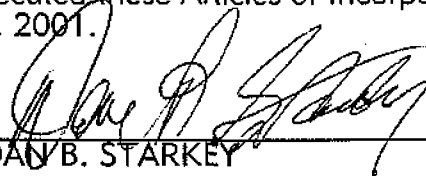
The association has no managing agent.

ARTICLE VI: AMENDMENT OF ARTICLES

Amendment of these Articles shall require the following vote: If two (2) classes of Membership exist: (i) a majority of Directors of the Board of Directors; and (ii) a majority of each class of Membership. If there is only one (1) class of Membership: (i) a majority of Directors of the Board of Directors; (ii) a majority of the total voting power of the corporation; and (iii) a majority of the total voting power of the corporation, other than Declarant, as defined in the Declaration of Covenants, Conditions, Restrictions, and Reservation of Easements of the corporation.

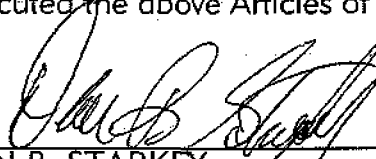
Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the incorporator, has executed these Articles of Incorporation this 24th day of May, 2001.



DAN B. STARKEY

I declare that I am the person who executed the above Articles of Incorporation, and that this instrument is my act and deed.



DAN B. STARKEY

