



State
of
California

OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the 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

_____ JUN 26 1978 _____

March Fong Eu

Secretary of State



868147

ARTICLES OF INCORPORATION
OF
BRIARCLIFF HOMEOWNERS ASSOCIATION

**ENDORSED
FILED**

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

JUN 23 1978

MARCH FONG EU, Secretary of State

By **BILL HOLDEN**
Deputy

ARTICLE I

NAME

That the name of this corporation shall be BRIARCLIFF
HOMEOWNERS ASSOCIATION.

ARTICLE II

PURPOSES

(a) That the specific and primary purpose for which
this corporation is formed is to provide community services
and facilities for the general use, benefit and welfare of
the owners and/or occupants of residential lots situated within
that certain real property in the County of Orange, California,
known as Briarcliff, together with such other property as may
be annexed thereto.

(b) That in addition to its specific and primary
purpose, the purpose of the corporation shall be to engage as
a nonprofit corporation in any one or more activities authorized
by the Board of Directors which shall be consistent with the
General Nonprofit Corporation Law of the State of California
as that law is now or may hereafter be in effect.

ARTICLE III

NONPROFIT LAWS

This corporation organized pursuant to the General Nonprofit Corporation Law of the State of California and no part of the net earnings of the corporation shall inure to the benefit of any member or individual. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to any of its members as such, or to engage, except to an insubstantial degree, in any activities which are not in furtherance of the specific and primary purposes of this corporation.

ARTICLE IV

PRINCIPAL OFFICE

That the county in the State of California where the principal office for the transaction of the business of the corporation is located is the County of Orange.

ARTICLE V

DIRECTORS

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

<u>Name</u>	<u>Address</u>
<u>DENNIS G. TYLER</u>	<u>1020 North Broadway</u> <u>Santa Ana, CA 92701</u>
<u>MICHAEL J. GREENE</u>	<u>1020 North Broadway</u> <u>Santa Ana, CA 92701</u>
<u>DOUGLAS A. DODDS</u>	<u>1020 North Broadway</u> <u>Santa Ana, CA 92701</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 three (3).

ARTICLE VI

BY-LAWS

The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of each class of said membership, shall be as set forth in the provisions therefor made 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 VII

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.

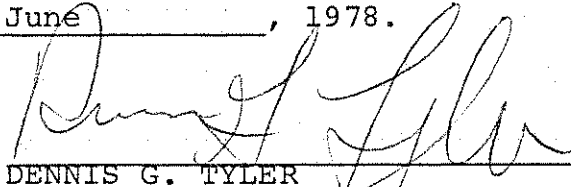
ARTICLE VIII

AMENDMENT OF ARTICLES

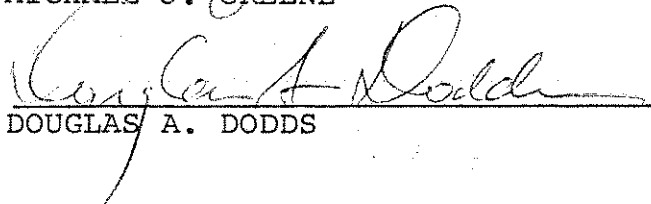
Amendment of these Articles shall require the vote or written consent of both (i) a majority of the voting power of the corporation, including the voting power of Declarant, as defined in the By-Laws of this corporation, and (ii) the vote or written assent of a majority of the voting power of the corporation, excluding the voting power of Declarant, as defined in the By-Laws of this corporation. All rights and

powers conferred herein on members, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the incorporators and first directors, have executed these Articles of Incorporation this 21st day of June, 1978.


DENNIS G. TYLER


MICHAEL J. GREENE

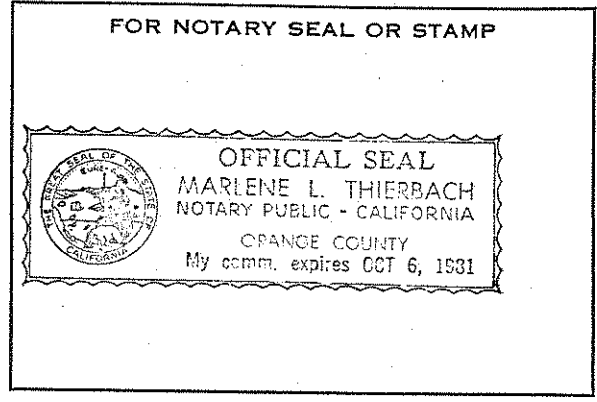

DOUGLAS A. DODDS

MISC-100 (S.D.) ACK. INDIVIDUAL (REV. 3-67)
Staple

STATE OF CALIFORNIA
COUNTY OF ORANGE } SS.
On June 21, 1978 before me,
the undersigned, a Notary Public in and for said County and State,
personally appeared _____
DENNIS G. TYLER

_____, known to me
to be the person _____ whose name IS subscribed to the
within instrument and acknowledged that HE executed the
same.

Marlene L. Thierbach

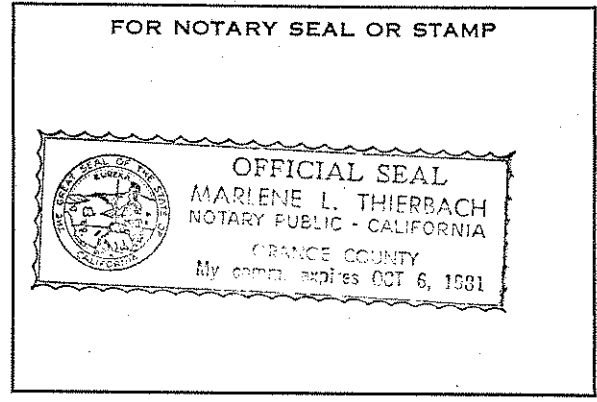


Misc. 166 (G.S.) Ack. Individual (Rev. 9-68)
Staple

STATE OF CALIFORNIA
COUNTY OF ORANGE } SS.
On June 21, 1978 before me,
the undersigned, a Notary Public in and for said County and State,
personally appeared _____
MICHAEL J. GREENE

_____, known to me
to be the person _____ whose name IS subscribed to the
within instrument and acknowledged that HE executed the
same.

Marlene L. Thierbach



Misc. 166 (G.S.) Ack. Individual (Rev. 9-68)
Staple

STATE OF CALIFORNIA
COUNTY OF ORANGE } SS.
On June 21, 1978 before me,
the undersigned, a Notary Public in and for said County and State,
personally appeared _____
DOUGLAS A. DODDS

_____, known to me
to be the person _____ whose name IS subscribed to the
within instrument and acknowledged that HE executed the
same.

Marlene L. Thierbach

