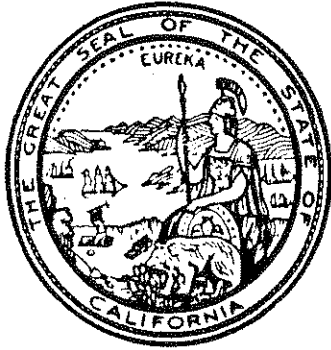


STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, 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

SEP 18 1973



Edmund G. Brown Jr.

Secretary of State

FILED
County Clerk
County of San Diego
September 25, 1973

**ENDORSED
FILED**

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

SEP 18 1973

EDMUND G. BROWN, Secretary of State
By BILL HOLDEN
Deputy

ARTICLES OF INCORPORATION

OF

OAKS NORTH MANAGEMENT CORPORATION NO. TWO

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, all of whom are residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the General Nonprofit Corporation Law of the State of California, and we do hereby certify:

FIRST: The name of this corporation is:

OAKS NORTH MANAGEMENT CORPORATION NO. TWO.

SECOND: The specific and primary purpose for which this corporation is formed is to own and to provide management, maintenance, preservation, control and operation of real property, together with the improvements thereon, located in the County of San Diego, State of California.

THIRD: The general purpose for which this corporation is formed is not for pecuniary gain or profit but is to provide a legal entity through which the members of this corporation may own, manage, maintain, repair or operate real property, together with the improvements thereon.

FOURTH: In furtherance of the foregoing purposes this corporation shall have the following powers:

- A. To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, and to transfer, convey, lease, or otherwise dispose of such real and personal property, and to distribute

gifts of property of all kinds.

- B. To hold, invest, reinvest, manage and dispose of such property or the income therefrom in any manner not contrary to the laws of the State of California governing corporations organized pursuant to the General Nonprofit Corporation Law.
- C. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
- D. To have and exercise all powers conferred by or permissible under the laws of the State of California upon or for corporations formed under the General Nonprofit Corporation Law of California, as such law is now in effect or may at any time hereafter be amended.
- E. To do all acts and things in this State or anywhere in the world, either as principal, agent or partner, which may be reasonably necessary, proper or convenient for the lawful accomplishment of the general and specific purposes hereinbefore specified, or any purpose, whether or not herein mentioned and constituting a lawful activity for this corporation.

FIFTH: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes. Upon the dissolution of this corporation, the net assets of this corporation shall be distributed to an appropriate public agency to be used for purposes similar to those for which this corporation was formed. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other

organization organized and operated for such similar purposes and which has established its tax exempt status under Internal Revenue Code Section 501(c)(4).

SIXTH: The county in the State of California in which the principal office for the transaction of business of this corporation is located is the County of San Diego.

SEVENTH: (a) The number of directors of this corporation shall be five (5) and the names and residences of the persons who are appointed to act as the first directors of this corporation until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Miriam T. West	San Diego, California
Julie L. Bunch	San Diego, California
Peter E. Riddle	Coronado, California
Thomas O. Nickoloff	San Diego, California
Alan R. Bunch	San Diego, California

(b) The number of directors may be changed by amendment of the Bylaws of the corporation. The directors need not be members of the corporation.

EIGHTH: This corporation shall have no shares of stock.

NINTH: The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

IN WITNESS WHEREOF, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove, as the first directors of this corporation, have executed these Articles of Incorporation this _____ day of _____, 1973.

MIRIAM T. WEST

JULIE L. BUNCH

PETER E. RIDDLE

THOMAS O. NICKOLOFF

ALAN R. BUNCH

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO) ss.

On this _____ day of _____, 1973,
before me, a Notary Public in and for said State, personally
appeared Miriam T. West, Julie L. Bunch, Peter E. Riddle,
Thomas O. Nickoloff and Alan R. Bunch, known to me to be
the persons whose names are subscribed to the foregoing instrument
and acknowledged that they executed the same.

WITNESS my hand and official seal.

NOTARY PUBLIC

