

ARTICLES OF INCORPORATION
OF
ALLEN AVENUE SQUARE NORTH HOMEOWNERS ASSOCIATION

ARTICLE I

NAME

That the name of this corporation shall be ALLEN AVENUE SQUARE NORTH 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 City of Pasadena, County of Los Angeles, California, known as Allen Avenue Square North, 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.

Articles

ARTICLE III

NONPROFIT LAWS

This corporation is 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 Los Angeles.

ARTICLE V

DIRECTORS

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

Name

Address

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(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 M.H. Koll and Charles H. Gorham (the developers of the above referenced property), and (ii) the vote or written assent of a majority of the voting power of the corporation, excluding the voting power of M.H. Koll and Charles H. Gorham. All rights and powers conferred herein on membe

STATE OF CALIFORNIA }
COUNTY OF _____ } SS.

On _____ before me,
the undersigned, a Notary Public in and for said County and State,
personally appeared _____

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

STATE OF CALIFORNIA }
COUNTY OF _____ } SS.

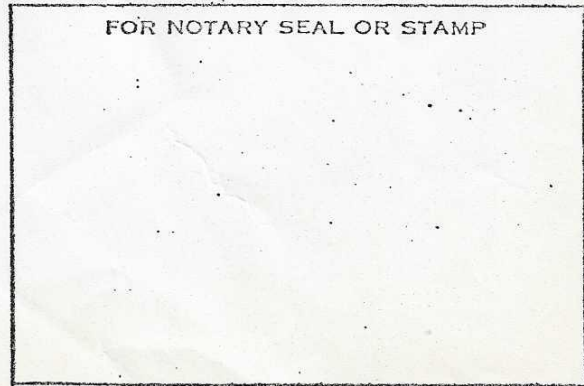
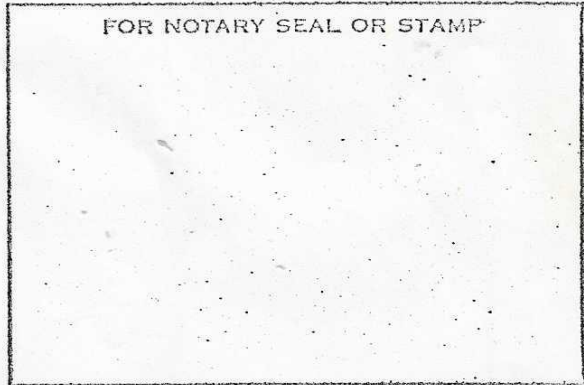
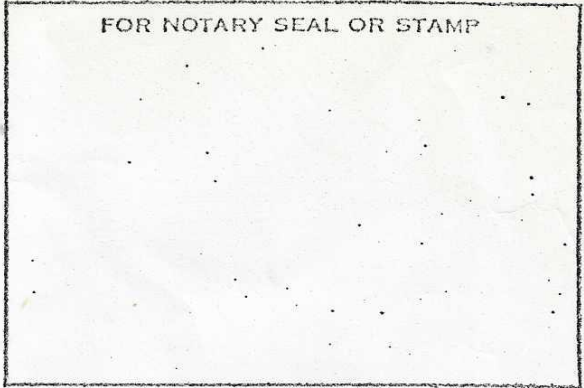
On _____ before me,
the undersigned, a Notary Public in and for said County and State,
personally appeared _____

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

STATE OF CALIFORNIA }
COUNTY OF _____ } SS.

On _____ before me,
the undersigned, a Notary Public in and for said County and State,
personally appeared _____

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



CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

FOR

ALLEN AVENUE SQUARE NORTH HOMEOWNERS ASSOCIATION

Jan Comras and Regina Ludd certify:

1. That they are the President and Secretary, respectively, of Allen Avenue Square North Homeowners Association, a California non-profit, mutual benefit corporation.


2. By the requisite vote of at least a majority of the Association's voting power and the approval by the Board of Directors, the following resolution was adopted to amend the Articles of Incorporation:

RESOLVED, that the first sentence of Article V, Section 3 is hereby deleted in its entirety and replaced with the following language:

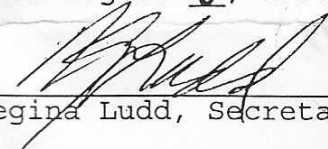
"(c) The number of directors of this corporation shall be five (5)."

3. The resolution was adopted by the required vote of members as provided in Corporations Code §7814(a)(3).

The undersigned declares, under penalty of perjury under the laws of the State of California, that the matters set forth in this Certificate are true and correct of our knowledge. Executed at Los Angeles, California, on August 13, 1998.



Jan Comras, President



Regina Ludd, Secretary