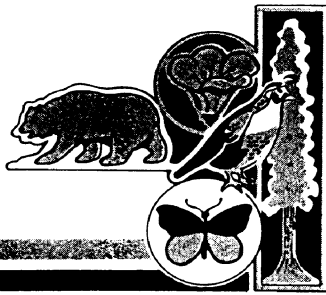


If this document contains any restriction based on race, color, religion, sex, familial status, marital status, disability, national origin, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.1 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

1878106



State
of
California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate 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

DEC 27 1993



March Fong Eu

Secretary of State

ENDORSED
FILEDin the office of the Secretary of State
of the State of California

DEC 23 1993

MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION
OF
ALTEZZA AT NEWPORT COAST HOMEOWNERS ASSOCIATIONI.
NAME

The name of the corporation is ALTEZZA AT NEWPORT COAST HOMEOWNERS ASSOCIATION, referred to herein as the "Association".

II.
NONPROFIT MUTUAL BENEFIT CORPORATION

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.
SPECIFIC PURPOSES AND POWERS

The specific purpose for which the Association is formed are to form a real estate management association and to provide for the acquisition, construction, management, maintenance, and care of real and personal property held by the Association, or commonly held by the members of the Association, or commonly held by the members of the Association, referred to herein as the "Members", or located in the development and owned by Members, and otherwise to act and be operated as owners association.

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 purpose of this corporation.

1878106

ENDORSED
FILED

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

ARTICLES OF INCORPORATION
OF
ALTEZZA AT NEWPORT COAST HOMEOWNERS ASSOCIATION

DEC 23 1993

MARCH FONG EU, Secretary of State

I.
NAME

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SPECIFIC PURPOSES AND POWERS

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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 purpose of this corporation.

IV.
AGENT FOR SERVICE OF PROCESS

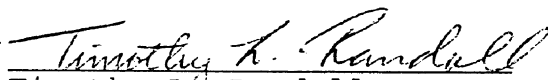
The name and address in the State of California of the Association's initial agent for service of process is:

RICHARD POPE
24461 Ridge Route Drive
Laguna Hills, CA 92653-1686

V.
AMENDMENT

These Articles of Incorporation may be amended only by the approval of at least a bare majority of (a) the Board of Directors, (b) all of the voting power of the Association and (c) the votes of the members of the Association other than the Declarant (as defined in the Declaration recorded on the project to which this Association is associated). However, if the two-class voting structure as set forth in said Declaration is still in effect, these Articles of Incorporation may not be amended without the vote or written assent of the prescribed percentage of each class of membership.

DATED: December 31, 1993


Timothy L. Randall
Incorporator

IV.
AGENT FOR SERVICE OF PROCESS

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

RICHARD POPE
24461 Ridge Route Drive
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DATED: December 21, 1993

Timothy L. Randall
Timothy L. Randall
Incorporator