

ARTICLES OF INCORPORATION
OF
CREEKSIDE COMMUNITY MASTER ASSOCIATION

ENDORSED
FILED
in the office of the Secretary of State
of the State of California
AUG 26 - 1982
MARION L. ...
C. ...

ARTICLE I

NAME

1.1 The name of this corporation is CREEKSIDE COMMUNITY
MASTER ASSOCIATION.

ARTICLE II

PURPOSES

2.1 This corporation is a nonprofit mutual benefit corpora-
tion organized under the Nonprofit Mutual Benefit Corporation
Law. The general purpose of this corporation is to engage in
any lawful act or activity for which a corporation may be organ-
ized under the Nonprofit Mutual Benefit Corporation Law.

2.2 The specific purpose for which this corporation is
formed is to act as a homeowners association within the meaning
of Section 528 of the Internal Revenue Code of 1954, as amended,
and of Section 23701(t) of the California Revenue and Taxation
Code, as amended, for that certain planned development in the
City of Ontario, County of San Bernardino, State of California,
commonly known as Creekside Community.

2.3 Notwithstanding any of the above statements of pur-
poses and powers, this corporation shall not, except to an insub-
stantial degree, engage in any activities or exercise any powers
that are not in furtherance of the specific purpose of this cor-
poration.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

3.1 The name and address of this corporation's initial agent for service of process is:

Ruby P. Stroup
Barratt Southern California, Inc.
17752 Skypark Boulevard
Suite 180
Irvine, California 92714

ARTICLE IV

DIRECTORS

4.1 The names and addresses of the persons who are appointed as first Directors of this corporation are:

Ruby P. Stroup	17752 Skypark Boulevard Suite 180 Irvine, California 92714
L.C. Albertson, Jr.	17752 Skypark Boulevard Suite 180 Irvine, California 92714
Jackie Gwaltney	17752 Skypark Boulevard Suite 180 Irvine, California 92714
Tom Sakai	17752 Skypark Boulevard Suite 180 Irvine, California 92714
John Bunting	17752 Skypark Boulevard Suite 180 Irvine, California 92714
Rudy Svrcek	17752 Skypark Boulevard Suite 180 Irvine, California 92714
Dennis Chiniaeff	17752 Skypark Boulevard Suite 180 Irvine, California 92714

The Directors designated above, or any Directors selected prior to the first election of Directors by the Members of this corporation, shall act as such only until such first election. The number of Directors of this corporation shall be set forth in the By-Laws of this corporation and such number may be changed by amendment to such By-Laws.

ARTICLE V

AMENDMENTS

5.1 So long as the two-class voting structure provided for in the By-Laws shall remain in effect, these Articles may be amended only by the vote or written assent of fifty-one percent (51%) of the voting power of each class of Members and fifty-one percent (51%) of the members of the Board of Directors. At such time as the Class B membership shall cease and be converted to Class A membership as set forth in the By-Laws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

(a) Fifty-one percent (51%) of the voting power of the corporation;

(b) Fifty-one percent (51%) of the votes of Members other than the Declarant (as defined in the Declaration); and

(c) Fifty-one percent (51%) of the members of the Board of Directors.

Notwithstanding the foregoing, the percentage of a quorum of the Members or of the Members other than the Declarant neces-

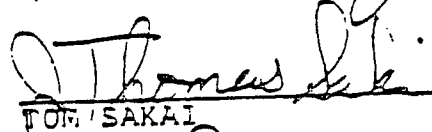
sary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

IN WITNESS WHEREOF, the undersigned, constituting all of the incorporators and first Directors, have executed these Articles of Incorporation this 5th day of August, 1982.



RUBY F. STROUP

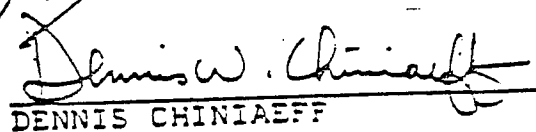

L.C. ALBERTSON, JR.


JACKIE GWALTNEY


TOM SAKAI

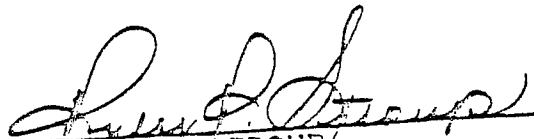

JOHN BUNZANG


RUDY SVRCEK



DENNIS CHINIAEFF

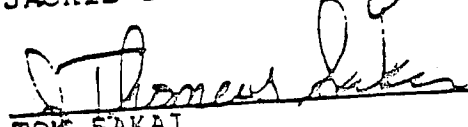
We declare that we are the persons who executed the above

Articles of Incorporation, and that this instrument is our act and deed.

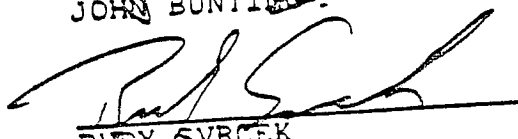

RUBY P. STROUP


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