

Oct-04-02 02:18pm

From-LUCE FORWARD SD1 (619) 235-3841

619-232-8311

T-668 P.04/06 F-175

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAY 28 2002

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

THE GRANDE AT SANTA FE PLACE HOMEOWNERS ASSOCIATION

The name of this corporation is The Grande at Santa Fe Place Homeowners Association (hereinafter referred to as the "Association").

II

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. This corporation does not contemplate pecuniary gain or profit to the members thereof. This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act, and the specific primary purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the Residential Units, Common Area and Association Property within that certain tract of property situated in the City of San Diego, County of San Diego, California, commonly known as The Grande at Santa Fe Place ("Project"). Subject to the provisions of the recorded or to be recorded Declaration of Covenants, Conditions and Restrictions of The Grande at Santa Fe Place applicable to the Project (hereinafter referred to as the "Declaration"), the general purposes and powers of the Association are:

- (1) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration;
- (2) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the property of the Association;
- (3) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

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(4) subject to the Declaration, to borrow money, and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California by law may now or hereafter have or exercise; and

(6) to act in the capacity of principal, agent, joint venturer, or partner, or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

III

The principal office for the transaction of the business of the Association is located in the city of San Diego, County of San Diego, State of California, and the street address of the Association is: 1199 Pacific Highway, San Diego, CA 92101-0000. The nearest front and side streets of the Project are Pacific Highway and West Broadway and the zip code is 92101-0000.

IV

This Association is intended to qualify as an owners association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those Sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the Association Property, other than by a rebate of excess membership dues, fees, or assessments. In the event of the dissolution, liquidation, or winding-up of the Association, upon or after termination of the Community, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be divided among and distributed to the members in accordance with their respective rights therein.

V

These Articles may be amended only by the affirmative vote (in person or by proxy) or written consent of a majority of the Board of Directors of this Association and the affirmative vote, in person or by proxy, or written consent of members representing a majority of the voting power

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of the members which shall include a majority of the votes of members other than Declarant, or where the three-class voting structure is still in effect, as provided in the Declaration, a majority of the voting power of each class of membership.

VI

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

VII

The name of the Association's initial agent for service of process is: Nancy T. Scull. The address of its initial agent is: 600 West Broadway, Suite 2600, San Diego, California 92101.

VIII

As of the date of filing of these Articles of Incorporation, the Association has no managing agent.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 24th day of May, 2002.

Rachelle A. Beaulac
Rachelle A. Beaulac, Incorporator



ENDORSED - FILED
In the office of the Secretary of State
of the State of California

APR 16 2003

KEVIN SHELLEY
Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Eric Martin and Eileen Doole certify that:

1. They are the President and Secretary, respectively, of The Grande at Santa Fe Place Homeowners Association, a California nonprofit mutual benefit corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

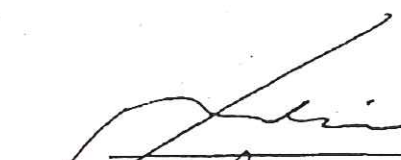
I. The name of this corporation is The Grande South at Santa Fe Place Homeowners Association (hereinafter referred to as the "Association").

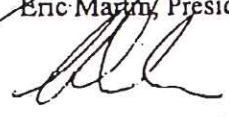
3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare 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 own knowledge.

Dated: APRIL 2, 2003.


Eric Martin, President


Eileen Doole, Secretary





SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 22 2003



Kevin Shelley

Secretary of State

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State of California

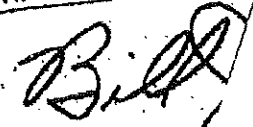
SECRETARY OF STATE

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 28 2002



Secretary of State

