

# 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

OCT 5 1990



*March Fong Eu*

Secretary of State

OCT 11 1990

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

MARCH FONG EU, Secretary of State

Roger L. Freeberg and Barbara Bail certify that:

1. They are the President and Secretary, respectively, of THE PALMS COMMUNITY ASSOCIATION, a California nonprofit mutual benefit corporation.

2. ARTICLE I, NAME, is amended to read as follows:

The name of the corporation (hereinafter called the "Association") is MARTINIQUE COMMUNITY ASSOCIATION.

3. ARTICLE III, PURPOSES, is amended to read as follows:

The specific and primary purposes for which this Association is organized are to manage, maintain, protect, preserve and improve the Condominium development of that certain parcel of property described as: Parcels 1, 2 and 3 of Parcel Map No. 16170 filed in the Office of the County Recorder of San Diego County, California, on July 31, 1990 and any real property that maybe annexed thereto, and to promote the health, safety and welfare of the residences within said development.

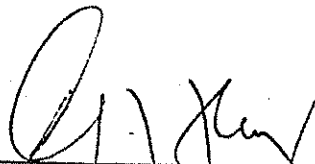
This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law; provided however, that this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

The Association may exercise the powers granted to a non-profit mutual benefit corporation enumerated in Section 7140 of the Corporation's Code. In addition, the Association may exercise the powers granted to any Association by Section 374 of the Code of Civil Procedure and the powers granted to the Association in the Davis-Stirling Common Interest Development Act (Civil Code Section 1350 et. seq.)

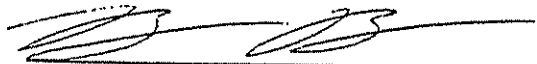
4. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
5. The corporation has no members.

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.

Date: September 17, 1990

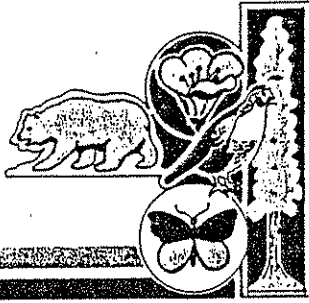


\_\_\_\_\_  
Roger L. Freeberg, President



\_\_\_\_\_  
Barbara Bail, Secretary

#59-PALMS



# 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

*FULL* 22 1987



*March Fong Eu*

Secretary of State

1413008

ENDORSED  
FILED

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

ARTICLES OF INCORPORATION

OF

THE PALMS

JUL 20 1987

COMMUNITY ASSOCIATION

MARCH FONG EU, Secretary of State

ARTICLE I

NAME

The name of this corporation (hereinafter called the "Association") is THE PALMS COMMUNITY ASSOCIATION.

ARTICLE II

PRINCIPAL OFFICE

The County in the State of California where the principal office for the transaction of the business of this Association is to be located is the County of San Diego.

ARTICLE III

PURPOSES

The specific and primary purposes for which this Association is organized are to manage, maintain, protect, preserve and improve the condominium development of that certain parcel of property described as: Lots 8,9 and 10 of N.C.W. Neighborhood 3 Unit 12 according to Map thereof No. 11493 filed in the Office of the County Recorder of San Diego County, California, on April 23, 1986, and any real property that may be annexed thereto, and to promote the health, safety and welfare of the residents within said development.

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; provided, however, that this corporation 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 this corporation.

The Association may exercise the powers granted to a non-profit mutual benefit corporation enumerated in Section 7140 of the Corporation's Code. In addition, the Association may exercise the powers granted to an Association by Section 374 of the Code of Civil Procedure and the powers granted to the Association in the Davis-Stirling Common Interest Development Act (Civil Code Section 1350 et. seq.)

Revised 7-9-87

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Living Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include person or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Living Unit which is subject to assessment by the Association.

ARTICLE V

VOTING RIGHTS

This Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of a condominium with the exception of the Declarant, and shall be entitled to one vote for each condominium owned. When more than one person holds an interest in any condominium, all such persons shall be members. The vote for such condominium shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any condominium.

Class B. The Class B members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each condominium owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (a) on a date two (2) years from the anniversary of the original issuance of the most-recently issued Subdivision Public Report for a phase of the overall Project;
- (b) on a date four (4) years from the anniversary date of the original issuance of the Subdivision Public Report for the first phase of the overall Project.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association.

At the first annual meeting of members, the members shall elect five (5) Directors as follows: three (3) Directors for a term of one year and two (2) Directors for a term of two years; and at each annual meeting thereafter, the members shall elect the appropriate number (3 or 2) Directors for a term of two (2) years.

#### ARTICLE VII

##### DISSOLUTION OR TRANSFER OF ASSETS

So long as there is any lot, parcel, area, apartment or unit for which this Association is obligated to provide management, maintenance, preservation or control, then, without the approval of one hundred percent (100%) of the members, this Association or any person acting on its behalf shall not transfer all or substantially all of its assets or file a certificate of dissolution.

Upon dissolution of the Association, other than incident to a merger or consolidation, the net assets of the Association shall be distributed to the members of the Association as their interests may appear.

#### ARTICLE VIII

##### AMENDMENTS

Except as otherwise provided herein, amendments to these Articles of Incorporation shall require (i) the consent (by vote or written consent) of members representing fifty-one percent (51%) or more of the voting power of each class of members and (ii) the affirmative vote of fifty-one percent (51%) of the Directors or the written consent of all the Directors; provided, however, in the event the Class B membership has been converted to Class A membership, then (i) fifty-one percent (51%) or more of the total voting power of the Association comprised of at least fifty-one percent (51%) of the votes of Members other than Declarant and (ii) the affirmative vote of fifty-one percent (51%) of the Directors or the written consent of all the Directors shall be necessary to amend these Articles of Incorporation.

Notwithstanding the foregoing, no material amendment to these Articles of Incorporation shall be made without (i) the approval of at least fifty-one percent (51%) of the Eligible Mortgage Holders and (ii) the consent (by vote or written consent) of Members representing sixty-seven percent (67%) or more of the voting power of each class of Members of the Association, unless Class B Membership has been converted to Class A Membership, in which event, the consent of sixty-seven percent (67%) of the total voting power of the Association comprised of at least sixty-seven percent (67%) of the votes of

Members other than Declarant. The term "material amendment" as used herein shall be defined to mean additions or amendments to provisions of these Articles of Incorporation which establish, provide for, govern or regulate any of the following: (a) voting; (b) assessments, assessment liens, or subordination of such liens; (c) reserves for maintenance, repair and replacement of Common Areas (or Living Units if applicable); (d) insurance or fidelity bonds; (e) rights to use of the Common Areas; (f) responsibility for maintenance and repair of the several portions of the Project; (g) expansion or contraction of the Project or the addition, annexation or withdrawal of property to or from the Project; (h) boundaries of any Living Unit; (i) the interests in the Common Areas; (j) convertibility of Living Units into Common Areas or of Common Areas into Living Units; (k) leasing of Condominiums; (l) imposition of any right of first refusal or similar restriction on the right of an Owner to sell, transfer, or otherwise convey his or her Condominium; or (m) any provisions which are for the express benefit of Mortgage holders, Eligible Mortgage Holders or Eligible Insurers or Guarantors of first Mortgages on any Condominium. An addition or amendment to these Articles of Incorporation shall not be considered material if it is for the purpose of correcting technical errors or for clarification only. Any Eligible Mortgage Holder who receives a written request to approve additions or amendments who does not deliver or post to the requesting party a negative response within thirty (30) days shall be deemed to have approved such request.

Notwithstanding the above or any other section of these Articles of Incorporation, the percentage of the voting power of the Association or of members other than the Declarant necessary to amend a specific clause or provision herein shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

#### ARTICLE IX

##### AGENT FOR SERVICE OF PROCESS

The name in the State of California of this corporation's initial agent for service of process is:

The Prentice-Hall Corporation Systems, Inc.

#### ARTICLE X

##### DEFINITIONS

"Eligible Insurer or Guarantor" as used herein shall mean and refer to an insurer or governmental guarantor of a first Mortgage on a Condominium who has requested notice of certain matters from the Association.



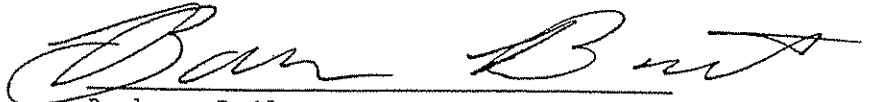
"Eligible Mortgage Holder" as used herein shall mean and refer to a holder of a first Mortgage on a Condominium who has requested notice of certain matters from the Association.

Dated: July 14, 1987.



Barbara Bail, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Barbara Bail