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ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JUN 2 - 1980

MARCH FONG EU, Secretary of State

Colleen R. Peterson
Deputy

ARTICLES OF INCORPORATION

OF

HIGH MEADOW TERRACE COMMUNITY ASSOCIATION, INC.

I.

The name of this corporation is HIGH MEADOW TERRACE COMMUNITY ASSOCIATION, INC.

II.

An existing unincorporated association, the HIGH MEADOW TERRACE COMMUNITY ASSOCIATION, is being incorporated by the filing of these Articles.

III.

A. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the non-profit mutual benefit corporation law. The specific purposes are to provide a homeowners' association for the residents of that certain planned unit residential development consisting of two increments, including the individual units and specific common areas as designated on the Subdivision Map of High Meadow Terrace filed for record in Volume 12 of Maps, "Cities and Towns", page 44, Official Records of Monterey County, and the Subdivision Map of High Meadow Terrace No. 2 filed for record in Volume 13 of Maps "Cities and Towns", at page 44; and otherwise to act and be operated as "homeowners' association" as defined in §528 of the Internal Revenue Code of 1954 as amended.

B. The general purposes and powers are:

(1) To operate the common areas and common facilities of the planned unit real estate development and to provide services for the residents of the said real estate development at cost.

(2) To enforce restrictions on the use and occupancy of the real estate development and to take all other action allowed or permitted in the Declaration of Protective Restrictions recorded in Monterey County, California, and incorporated in the deed of each unit of the residential unit.

(3) To lease, encumber and in other respects deal with as owner the common areas and community facilities of the real estate development subject to the limitations and conditions set forth in the Declaration of Protective Restrictions.

(4) To buy and sell units in the real estate development under the circumstances set forth in the Declaration of Protective Restrictions.

(5) To act as a partner or joint venturer in any legal capacity in any transaction.

(6) To engage in all lawful activities and operations usually and normally engaged in by a homeowners' association formed in connection with a planned unit development.

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 not 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 corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

IV.

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

DAVID VANARSDALL
Unit #16
3600 High Meadow Drive
Carmel, California 93923

V.

The name and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

DAVID VANARSDALL

Unit #16
3600 High Meadow Drive
Carmel, California 93923

EMMA JANE HANSEN

Unit #32
3600 High Meadow Drive
Carmel, California 93923

DOROTHY REID

Unit #14
3600 High Meadow Drive
Carmel, California 93923

GARY HANDLER

Unit #57
24501 Via Mar Monte
Carmel, California 93923

M. JOHN SALVA

Unit #15
3600 High Meadow Drive
Carmel, California 93923

BILL R. BROWN

Unit #3
3600 High Meadow Drive
Carmel, California 93923

VI.

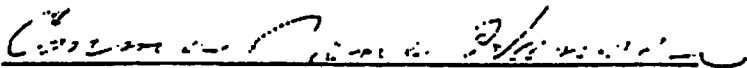
The authorized number and qualifications of the members of the Association and the different classes of members, if any, and the voting and other rights and privileges of members, and their liability for dues and assessments and the method for collection thereof, shall be as set forth in the By-Laws.

DATED: May 23, 1980



DAVID VANARSDALL

DATED: May 23, 1980.



EMMA JANE HANSEN

DATED: May 23, 1980.



DOROTHY REID

DATED: May 23, 1980.



GARY-HANDLER

DATED: May 23, 1980.



M. JOHN SALVA

DATED: May 23, 1980.



BILL R. BROWN

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

DATED: May 23, 1980.

David Vanarsdall
DAVID VANARSDALL

DATED: May 23, 1980.

Emma Jane Hansen
EMMA JANE HANSEN

DATED: May 23, 1980.

Dorothy Reid
DOROTHY REID

DATED: May 23, 1980.

Gary Handler
GARY HANDLER

DATED: May 23, 1980.

M. John Salva
M. JOHN SALVA

DATED: May 23, 1980.

Bill R. Brown
BILL R. BROWN

HIGH MEADOW TERRACE COMMUNITY ASSOCIATION

DECLARATION
[Calif. Corp. Code §7121(c)]

We, the undersigned, declare:

We are officers and directors of the HIGH MEADOW TERRACE COMMUNITY ASSOCIATION. The incorporation of this association by means of the foregoing Articles of Incorporation has been approved by the Association in accordance with its rules and regulations.

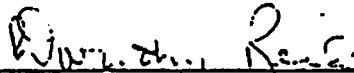
We declare under penalty of perjury that the foregoing is true and correct.

Executed this 23 day of May, 1980, at Carmel, Monterey County, California.



DAVID VANARSDALL

Director and President



DOROTHY REID

Director and Secretary