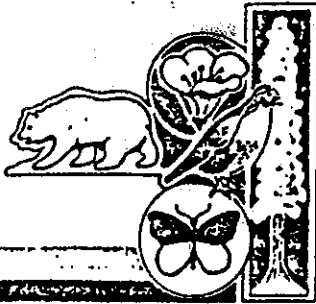


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State
of
California
OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the 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 15 1980



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
MILLSTREAM HOMEOWNERS ASSOCIATION

2026867
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
OCT 9 - 1980
MARCH FONQ EU, Secretary of State
By BILL HOLDEN
Deputy

ARTICLE I

NAME

1.1 The name of this corporation (hereinafter referred to as the "Association") is MILLSTREAM HOMEOWNERS ASSOCIATION.

ARTICLE II

PURPOSES

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

2.2 The primary purpose for which the Association is formed is to provide for the maintenance, preservation and architectural control of that certain condominium development in the City of Huntington Beach, County of Orange, State of California, commonly known as Millstream.

2.3 Notwithstanding any of the above statements of purposes and powers, this Association 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.

10/1/80

ARTICLE III

AGENT FOR SERVICE OF PROCESS

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

Linda Zamarra
2207 Main Street
Suite 30
Huntington Beach, California 92648

ARTICLE IV

DIRECTORS

4.1 The names and addresses of the persons who are appointed as first directors of the Association are as follows:

Johnny Vlases	2207 Main Street - Suite 30 Huntington Beach, California 92648
Vicki Richie	2207 Main Street - Suite 30 Huntington Beach, California 92648
Linda Zamarra	2207 Main Street - Suite 30 Huntington Beach, California 92648
Joseph N. Shaffer	2207 Main Street - Suite 30 Huntington Beach, California 92648
Marsha Piegza	2207 Main Street - Suite 30 Huntington Beach, California 92648

The directors designated above, or any directors selected prior to the first election of directors by the Members of the Association shall act as such only until such first election. The number of directors of the Association shall be set forth in the By-Laws of the Association 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 Association;

(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 necessary 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 on this 8th day of October,
1980.

Johnny Vlases
JOHNNY VLASES
Vicki Richie
VICKI RICHIE

Linda Zamorra
LINDA ZAMARRA
Joseph N. Shaffer
JOSEPH N. SHAFFER
Marsha Piegza
MARSHA PIEGZA

We declare that we are the persons who executed the
above Articles of Incorporation, and that this instrument is
our act and deed.

Johnny Vlases
JOHNNY VLASES
Vicki Richie
VICKI RICHIE
Linda Zamorra
LINDA ZAMARRA
Joseph N. Shaffer
JOSEPH N. SHAFFER
Marsha Piegza
MARSHA PIEGZA