

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

AUG 30 1983



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

**ENDORSED
FILED**
in the office of the Secretary of State
of the State of California

AUG 30 1983

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

NAT S. HARTY and RONALD R. COLGAN certify that:

1. They are the President and Secretary, respectively, of MANHATTAN VILLAGE ESTATE HOMES ASSOCIATION, a California nonprofit mutual benefit corporation.

2. The first sentence of Article VII of the Articles of Incorporation which now reads, "The business and affairs of the Association shall be managed and controlled by a Board of Directors consisting of three persons" is hereby amended to read as follows:


The business and affairs of the Association shall be managed and controlled by a Board of Directors consisting of five persons.

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

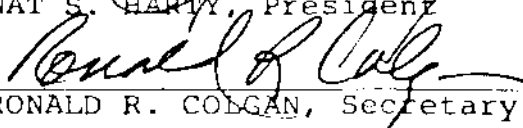
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of Members.

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.

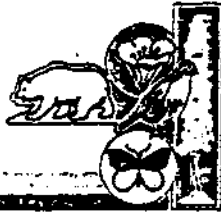
DATED: August 26, 1983



NAT S. HARTY, President



RONALD R. COLGAN, Secretary



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

MAR 25 1883



March Fong Eu

Secretary of State

ARTICLE IV

POWERS OF THE ASSOCIATION

The Association shall have and 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, subject to limitations set forth in these Articles, the Declaration of Covenants, Conditions, Restrictions and Easements for Manhattan Village Estate Homes, recorded or to be recorded in the Official Records of Los Angeles County, California (hereinafter called "the Declaration"), which Declaration was made by Pacific Coast Homes, a California corporation ("Declarant" herein), or the Bylaws of the Association; and subject to the further limitation that the Association shall not, except to a nominal necessary degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

ARTICLE V

MEMBERSHIP

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 collecting them shall be controlled by the Bylaws of the Association and the Declaration.

ARTICLE VI

AMENDMENTS

Amendment to these Articles of Incorporation requires the vote or written assent of Members representing at least a majority of each class of Members entitled to vote and the vote or written assent of at least a majority of the Board; provided that if a two-class voting structure is not still in effect, then amendment of these Articles of Incorporation shall require: (a) the vote or written assent of at least a majority of the Board; and (b) the vote or

written assent of Members representing at least a majority of the voting power of the Association then entitled to vote; and (c) the vote or written assent of Members other than Declarant representing at least a majority of the voting power of the Association then entitled to vote, excluding Declarant's voting power.

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed and controlled by a Board of Directors consisting of three persons. The names and addresses of the incorporators, being the persons who are to act as the initial directors of this Association until the election of their successors, are:

<u>Name</u>	<u>Address (residence or business)</u>
Richard L. Miescke	20031 Golden West Street Huntington Beach, CA 92648
Modris A. Tidemanis	20031 Golden West Street Huntington Beach, CA 92648
Nat S. Harty	480 West Capricorn Street Brea, CA 92621

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the incorporators and initial directors, have executed these Articles of Incorporation on this 25th day of February, 1981.


RICHARD L. MIESCKE


MODRIS A. TIDEMANIS

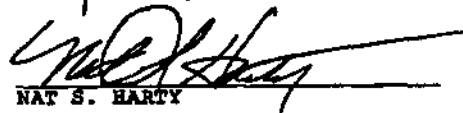

NAT S. HARTY

INCORPORATORS AND DIRECTORS

The undersigned declare that they are the persons who have executed these Articles of Incorporation and hereby declare that this instrument is the act and deed of the undersigned.


RICHARD L. MIESCKE


MORRIS A. TIDEMANIS


NAT S. HART