

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

OCT 21 2002

ARTICLES OF INCORPORATION

OF

BILL JONES, Secretary of State

STONEBRIDGE II

MAINTENANCE CORPORATION

ARTICLE I

NAME

1.01. The name of this corporation (hereinafter also referred to as the "Association") is "STONEBRIDGE II MAINTENANCE CORPORATION".

ARTICLE II

AGENT FOR SERVICE OF PROCESS

2.01. The name and address in the State of California of this corporation's agent for service of process are: Brian D. Greenberg, Esq., One America Plaza, 600 West Broadway, Suite 940 San Diego, California 92101-3362.

ARTICLE III

PURPOSES OF THE ASSOCIATION

3.01. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

3.02. This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific primary purpose for which it is formed are to provide for the management, administration, maintenance, preservation and architectural control of the Units and Common Area within that certain Condominium Project more particularly described in that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for the Stonebridge II Condominium in the City of Chula Vista, California, hereinafter called the "Declaration", and to promote the health, safety and welfare of all the residents within said Project according to the provisions of said Declaration.

3.03. Notwithstanding any of the above statements of purposes and powers, this corporation will 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.

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

ARTICLE IV

DISSOLUTION

4.01. This Association is intended to qualify as a homeowners 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 will inure to the benefit of any private individual, except as expressly provided in those sections of the Declaration applicable to the acquisition, construction, or provision for management, maintenance, and care of the Association property, and other that by a rebate of excess membership dues, fees, or assessments. So long as there is any Unit or Common Area for which the Association is obligated to provide management, maintenance, preservation or control, the Association may not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the Members. In the event of the dissolution, liquidation, or winding-up of the Association upon or termination of the Condominium Project in accordance with provisions of the Declaration, its assets remaining after payment or provision for payment of all debts and liabilities of the Association will be divided among, and be distributed to, the Members in accordance with their respective rights therein.

ARTICLE V

STATEMENT REGARDING CORPORATION

5.01. In accordance with Civil Code Section 1365.5, the Corporation is an Association formed to manage a Common Interest Subdivision, the Stonebridge II Condominium Project, under the Davis-Stirling Common Interest Development Act.

5.02. The business/corporate office of the Corporation will be located at: 1010 Turquoise Street, Suite 200, San Diego, California 92109. The zip code, front street, and nearest cross street for the nearest location of the Common Interest Subdivision are: 91911-5200, Hilltop Drive and Palomar Street Chula Vista, California.

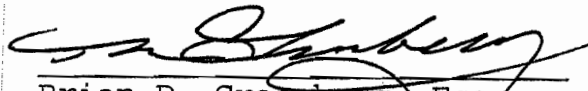
ARTICLE VI

AMENDMENTS

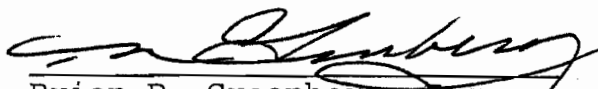
6.01. These Articles may be amended only by the affirmative vote (in person or by proxy) or written consent of a majority of the Board of Directors and the Members representing at least seventy-five percent (75%) of the voting power of the Association, which will include at least a majority of the votes of Members other than the Declarant. So long as there is a Class B membership, as described in the Declaration, any amendment to these Articles of Incorporation shall be submitted to and approved by the VA/FHA, as defined in the Declaration.

6.02. Notwithstanding the above requirements, the percentages of the voting power of the Association (or of Members other than the Declarant) necessary to amend a specific clause or provision of these Articles will not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the under-signed has executed these Articles of Incorporation on October 18, 2002.


Brian D. Greenberg, Esq.
Incorporator

I declare that I am the person who executed the within and foregoing Articles of Incorporation, and that this instrument is my act and deed.


Brian D. Greenberg, Esq.
Incorporator

