

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, 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 4 - 1971



Edmund G. Brown Jr.
Secretary of State

ENDORSED
FILED

In the Office of the Secretary of State
California

AUG 3 1971

EDMUND BROWN Jr., Secretary of State
By DAVID M. WEETMAN
Deputy

ARTICLES OF INCORPORATION
OF
BAYSHORES COMMUNITY ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a nonprofit corporation pursuant to Title 1, Division 2, Part 1 of the Corporation Code of the State of California, and we do hereby declare and certify as follows:

ARTICLE I

NAME

That the name of this corporation shall be
BAYSHORES COMMUNITY ASSOCIATION

ARTICLE II

SPECIFIC PURPOSES

That the specific and primary purpose for which this corporation is formed is to provide community services and facilities for the general use, benefit and welfare of the owners and/or occupants of residential lots situated within that certain real property described as :

Lots 72 and 73 of Tract 1014; Lot 57, Tract 1140,
Lots 21, 22, and 23, Tract 2095. Streets and
parking strips as follows:

All of Bayshore Drive, Crestview Drive, Marina Drive, Vista Drive, Harbor Drive, Circle Drive, and Waverly Drive, together with all alleys in Tracts 1014, 1102 and 1140, and such other property as may from time to time be subject to its jurisdiction.

That in addition to its specific and primary purpose, the purpose of the corporation shall be to engage as a non-profit corporation in any one or more activities authorized by the Board of Directors which shall be consistent with the General Nonprofit Corporation Law of the State of California as that law is now or may hereafter be in effect.

ARTICLE III

NONPROFIT LAWS

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and no part of the net earnings of the corporation shall inure to the benefit of any member or individual. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to any of its members as such, except upon dissolution or winding up, or to engage in any activities which are not in furtherance of the specific and primary purposes of this corporation.

ARTICLE IV

PRINCIPAL OFFICE

That the county in the State of California where the principal office for the transaction of the business of the corporation is located is the County of Orange.

ARTICLE V

DIRECTORS

The names and addresses of the persons who are appointed as first directors of this corporation are as follows:

W. Stephen Smith III
550 Newport Center Drive
Newport Beach, California 92660

Miss May Russell
550 Newport Center Drive
Newport Beach, California 92660

E. A. Sandling
1353 Bayside Drive
Corona del Mar, California 92625

Jerry A. King
550 Newport Center Drive
Newport Beach, California 92660

John C. Wells
550 Newport Center Drive
Newport Beach, California 92660

Said directors, or any directors selected prior to the first annual election of the members of this corporation, shall act as such only until said first annual election, at which time the continuance of said directors, or any thereof, or the selection of any new director or directors, shall be determined by a majority vote of said members.

The authorized number of the directors of this corporation shall be not less than five (5) nor more than the number as shall be set forth in the Bylaws of this corporation. The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of each class of said membership, shall be as set forth in the provisions therefor made in the Bylaws of this corporation. The provisions for the elections and the term of office of the Board of Directors, and for the adoption, approval, and use by this corporation of membership certificates setting forth thereon the rights and privileges of said members, shall also be as set forth in the Bylaws of this corporation.

ARTICLE VI

DISSOLUTION

Upon dissolution of this corporation, the net assets, remaining after satisfaction of all just debts and obligations of the corporation, shall be distributed as follows:

- (a) All property, real or personal, held or acquired by the corporation as trustee under the terms of a specific trust or trusts of any nature or description shall be distributed as provided in Section 9801 of the Corporations Code of the State of California.
- (b) All assets remaining after distribution of trust property as set forth above whether the same be net earnings or assets shall not inure to the benefit of any private person or individual or any member of directors of this corporation and shall be distributed and paid over to such fund, foundation or corporation organized or operated for charitable purposes as the Board of Directors may from time to time determine.

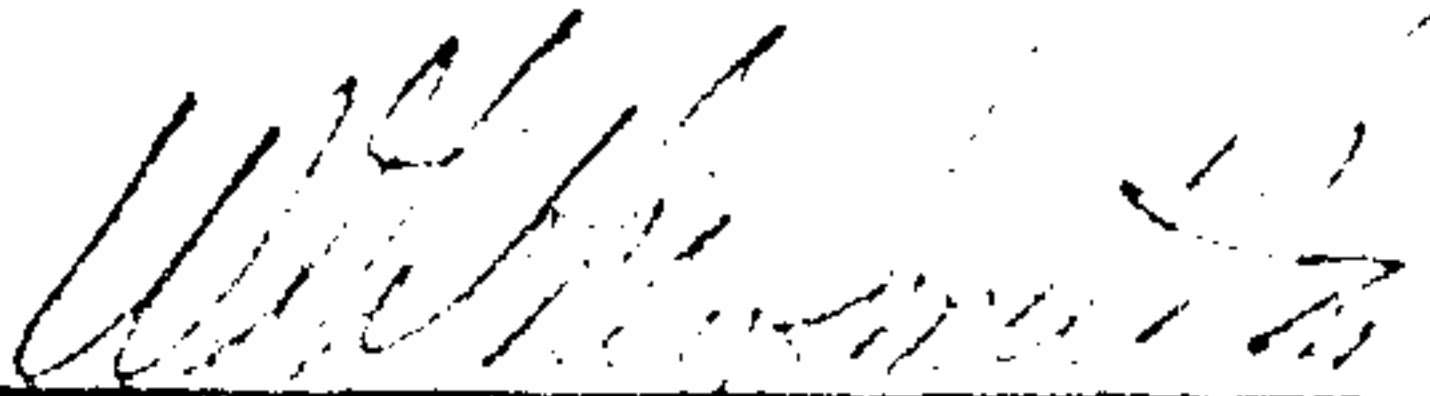
- (c) In the event that the dissolution of this corporation is for the express purpose of transferring its assets to any other non-profit corporation organized for the purpose, among others, of succeeding to and acquiring the assets of this corporation, then in that event the assets of this corporation shall be distributed to said new corporation and the provisions of subparagraphs (a) and (b) of Article VI shall not apply.

ARTICLE VII


AMENDMENT OF ARTICLES

That the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on members, directors, and officers are subject to this reserved power.

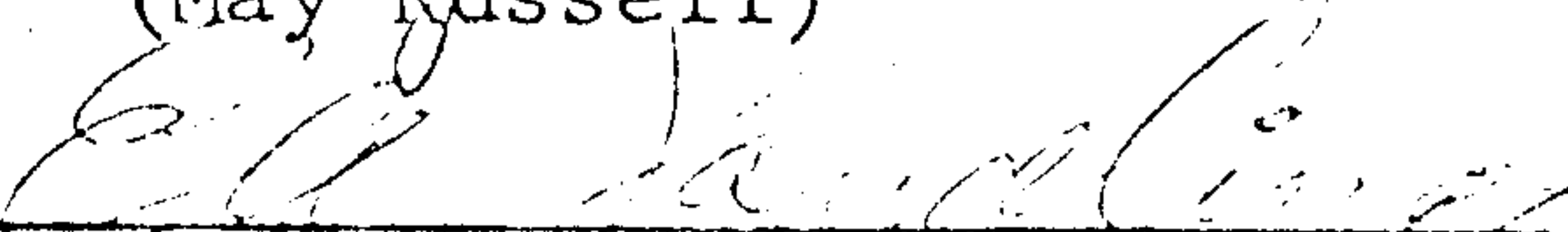
IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the incorporators and first directors, have executed these Articles of Incorporation this 29th day of July, 1971.




(W. Stephen Smith III)



(May Russell)



(E. A. Sandling)



(Jerry A. King)



(John Wells)

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE) ss.

On this 29th day of July, 1971
before me, the undersigned Notary Public in and for said
State, personally appeared W. STEPHEN SMITH III,
MAY RUSSELL, E. A. SANDLING,
JERRY A. KING, JOHN WELLS,
known to me to be the persons whose names are subscribed
to the foregoing Articles of Incorporation, and acknowledged
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate first above written.

Mary P. Wood

Mary P. Wood

(NOTARIAL SEAL)

