

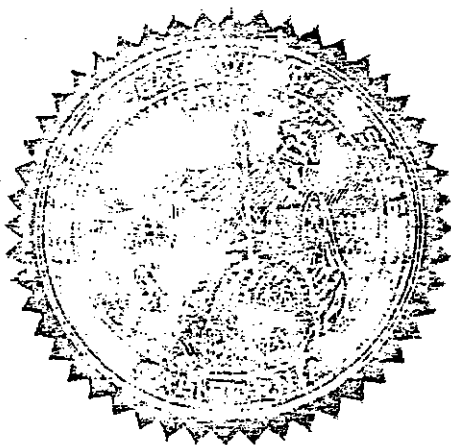
STATE OF CALIFORNIA



DEPARTMENT OF STATE

It is hereby certified:

That the annexed transcript has been compared with the record on file in my office, of which it purports to be a copy, and that the same is full, true and correct.



Dated: NOV 12 1970

*H. P. Sullivan*  
H. P. Sullivan, Secretary of State

By *Ralph B. Martin*  
Deputy Secretary of State

611315

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California  
NOV 10 1970

H. P. SULLIVAN, Secretary of State  
By Bill Holden  
Deputy

ARTICLES OF INCORPORATION  
OF  
THIRD LAGUNA HILLS MUTUAL

ARTICLE I

The name of this corporation is THIRD LAGUNA HILLS  
MUTUAL.

ARTICLE II

This corporation is organized pursuant to Part I of  
Division 2 of Title I of the Corporations Code of the State  
of California, also known as the General Nonprofit Corpora-  
tion Law.

ARTICLE III

The specific and primary purposes for which this corpo-  
ration is formed are to acquire the assets of various corpo-  
rations which manage, operate and maintain condominium housing  
projects at Rossmoor Leisure World, Laguna Hills, California  
and to manage, operate and maintain condominium housing pro-  
jects at Rossmoor Leisure World, Laguna Hills, California.

In order to accomplish the foregoing purposes and for no  
other purpose or purposes, this corporation shall have the  
power to:

- (a) Sue and be sued;
- (b) Make contracts;
- (c) Receive property by devise or bequest, subject  
to the laws regulating the transfer of property by will,  
and otherwise acquire and hold all property, real or  
personal, including shares of stock, bonds, and securities

of other corporations;

(d) Act as trustee under any trust incidental to the principal objects of the corporation, and to receive, hold, administer, and expend funds and property subject to such trust;

(e) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;

(f) Borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations by mortgage, deed of trust, or other lien; and

(g) Enter into any contract and take any action necessary to, in connection with or incidental to the accomplishment of the purposes of this corporation.

#### ARTICLE IV

(a) The number of directors of this corporation is nine, provided that said number may be changed by a by-law duly adopted by the members of this corporation, subject always to any restriction of law as to the minimum number of directors.

(b) The names and addresses of the persons who are appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
Fred E. Olson	2208-B Via Mariposa East Laguna Hills, California 92653
Dana M. Weaver	2174-A Via Mariposa East Laguna Hills, California 92653
Karl W. Schullinger	2135-P Via Puerta Laguna Hills, California 92653
Warren S. Grisinger	2231-O Via Puerta Laguna Hills, California 92653

<u>Name</u>	<u>Address</u>
Rolland R. John	2229-B Via Puerta Laguna Hills, California 92653
Lloyd J. Vaughan	2260-A Via Puerta Laguna Hills, California 92653
Helen Dundas	2264-C Via Puerta Laguna Hills, California 92653
Wallace T. Filson	2277-O Via Mariposa West Laguna Hills, California 92653
Albert A. Hoffman	2310-D Via Puerta Laguna Hills, California 92653

(c) The qualifications, powers, duties and tenure of the office of said directors and the manner in which they shall be chosen shall be as prescribed and set forth in the by-laws of this corporation.

#### ARTICLE V

The directors and officers shall exercise their powers in good faith and with a view to the interests of this corporation. No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm or association in which one or more of its directors are directors or are financially interested, is either void or voidable because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purposes, if the circumstances specified in any of the following subdivision exist:

(a) The fact of the common directorship or financial interest is disclosed or known to the board of directors or committee and noted in the minutes, and the board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without

counting the vote or votes of such director or directors.

(b) The fact of the common directorship or financial interest is disclosed or known to the members and they approve or ratify the contract or transaction in good faith by a majority vote or written consent of members entitled to vote.

(c) The contract or transaction is just and reasonable to this corporation at the time it is authorized or approved.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies a contract or transaction.

#### ARTICLE VI

This corporation does not contemplate the distribution of gains, profits or dividends to any of its members, except that upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the directors or other persons in charge of the liquidation, unless this corporation holds its assets in trust, shall distribute any remaining assets to the members of the corporation entitled thereto in accordance with the provisions of the by-laws of this corporation.

#### ARTICLE VII

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments and the method of collection thereof, shall be as prescribed and set forth

in the by-laws of this corporation.

ARTICLE VIII

The principal office for the transaction of the business of this corporation is to be located in the County of Orange, State of California.

ARTICLE IX

This corporation shall have perpetual existence.

ARTICLE X

The members of this corporation shall not be personally liable for the debts, liabilities or obligations of this corporation.

Executed on October 27, 1970.

Fred E. Olson  
Fred E. Olson

Dana M. Weaver  
Dana M. Weaver

Karl W. Schullinger  
Karl W. Schullinger

Warren S. Grisinger  
Warren S. Grisinger

Rolland R. John  
Rolland R. John

Lloyd J. Vaughan  
Lloyd J. Vaughan

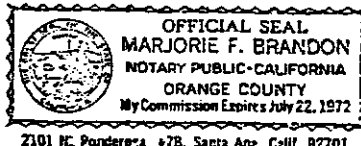
Helen Dundas  
Helen Dundas

Wallace T. Filson  
Wallace T. Filson

Albert A. Hoffman  
Albert A. Hoffman

STATE OF CALIFORNIA }  
COUNTY OF ORANGE } ss.

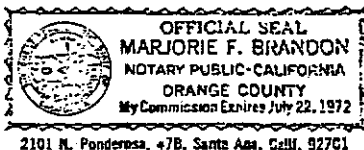
On October 27, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Fred E. Olson, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public

STATE OF CALIFORNIA }  
COUNTY OF ORANGE } ss.

On October 23, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Dana M. Weaver, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public

STATE OF CALIFORNIA }  
COUNTY OF ORANGE } ss.

On October 23, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Karl W. Schullinger, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public

STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss.

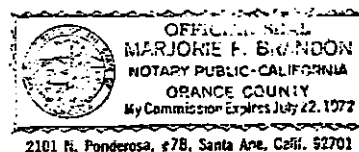
On October 27, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Warren S. Grisinger, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public

STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss.

On October 27, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Rolland R. John, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public

STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss.

On October 26, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Lloyd J. Vaughan, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public



STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss.

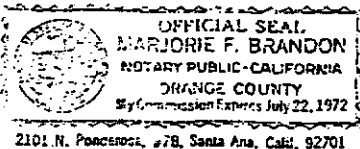
On October 26, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Helen Dundas, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that she executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public

STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss.

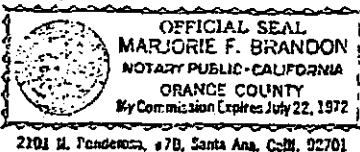
On October 26, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Wallace T. Filson, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public

STATE OF CALIFORNIA )  
COUNTY OF ORANGE ) ss.

On October 23, 1970 before me, the under-  
signed, a Notary Public in and for said State, personally  
appeared Albert A. Hoffman, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged that he executed the same. WITNESS my hand  
and official seal.



*Marjorie F. Brandon*  
Notary Public