

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

JUL - 5 2012

RESTATED ARTICLES OF INCORPORATION
OF
UNITED LAGUNA HILLS MUTUAL

The undersigned certify that:

1. They are the president and the secretary, respectively, of United Laguna Hills Mutual, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE 1

The name of this corporation is UNITED LAGUNA WOODS MUTUAL (the "Corporation"), formerly and also known as United Laguna Hills Mutual.

ARTICLE 2

The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of the 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. This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

ARTICLE 3

The Corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, and the specific purpose of the Corporation is to administer, manage and operate a common interest development under the Davis-Stirling Common Interest Development Act and/or any applicable successor statutes.

ARTICLE 4

STATEMENT REQUIRED BY CALIFORNIA CIVIL CODE SECTION 1363.5:

The Corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

The business or corporate office of the Corporation is as follows:

United Laguna Woods Mutual
c/o Professional Community Management, Inc.
P.O. Box 2220
Laguna Hills, CA 92654-2220

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The physical location of the common interest development is as follows:

Front Street: El Toro Road
Nearest Cross Street: Avenida Sevilla
Nine-Digit ZIP Code: 92637-4901.

The common interest development is subject to the provisions of the Corporation's governing documents.

The name and address of the Corporation's current managing agent, as defined in Section 1363.1 of the California Civil Code, is:

Professional Community Management, Inc.
24351 El Toro Road
Laguna Woods, CA 92637

Any change to the Corporation's managing agent shall not be deemed an amendment to these Restated Articles of Incorporation.

ARTICLE 5

The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors as provided in the bylaws of the Corporation.

ARTICLE 6

The classes of membership of the Corporation and the voting and other rights and privileges, and obligations, of the Corporation's members are set forth in the bylaws of the Corporation.

ARTICLE 7

The Corporation is intended to qualify as a "homeowners association" under the applicable provisions of the California Revenue and Taxation Code and the Internal Revenue Code. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. In the event of the dissolution, liquidation or winding-up of the Corporation, after payment, or provision for payment, of all debts and liabilities of the Corporation, the directors or other persons in charge of such dissolution, liquidation or winding-up shall distribute any remaining assets to the members of the Corporation in accordance with their respective rights thereunder.

ARTICLE 8

Notwithstanding any of the above statements of purposes and power, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Corporation.

ARTICLE 9

These Restated Articles of Incorporation may be amended, subject to Article 4 herein, only by the affirmative vote of (i) a majority of the Corporation's Board of Directors; and (ii) a majority of a quorum of the members of the Corporation; such voting shall occur in accordance with applicable statutes relating to the amendment of governing documents of common interest developments in California. For purposes of an amendment to these Restated Articles of Incorporation, a quorum shall consist of members entitled to cast at least one-third (1/3) of the total voting power of the Corporation.

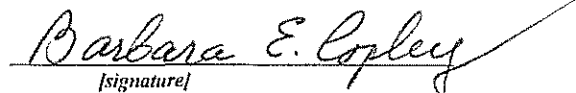
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

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.

DATE: October 7, 2011


[signature]

GAIL McNULTY, President
[print name]


[signature]

BARBARA E. COPLEY, Secretary
[print name]