



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



AUG - 7 2002

Bill Jones

Secretary of State

ARTICLES OF INCORPORATION

OF

SAGE CANYON RANCH MAINTENANCE CORPORATION

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

AUG - 1 2002

BILL JONES, Secretary of State

ARTICLE I

NAME

The name of this corporation shall be **SAGE CANYON RANCH MAINTENANCE CORPORATION.**

ARTICLE II

PURPOSES

(a) 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 for which a corporation may be organized under such law.

(b) The corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The specific and primary purpose for which this corporation is organized and operated is to provide for the acquisition, construction, management, maintenance and care of residential association property, for the general use, benefit and welfare of the owners of residential lots situated within that certain real property in the City of San Marcos, County of San Diego, California, encumbered or to be encumbered by that certain Declaration of Covenants, Conditions and Restrictions for Sage Canyon Ranch Maintenance Corporation (the "Declaration"), recorded in the Official Records of San Diego County, California, which defines this corporation as the "Association" in Article I thereof. Notwithstanding any of the above statements of purposes and powers, this corporation shall 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. The Association may also exercise the powers granted to a non-profit mutual benefit corporation as enumerated in Section 7140 of the Corporations Code. In addition, the Association may exercise the powers granted to the Association by Section 383 of the Code of Civil Procedure, and the powers granted to the Association in the Davis-Stirling Common Interest Development Act (Civil Code Section 1350, et seq.).

(c) The Association has no on-site business or corporate office. The common interest development is located at Richland Road and Mulberry Drive, within the zip code area 92069-0000. The association's managing agent is Prescott Companies, 543 Encinitas Boulevard, Suite 111, Encinitas, California 92024.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

The name and address of the initial agent of this corporation for service of process is as follows:

Michael C. Lake
630 Alta Vista Drive, Suite 203
Vista, CA 92084

ARTICLE IV

DIRECTORS

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

Don Fontana	630 Alta Vista Drive Suite 203 Vista, CA 92084
Michael C. Lake	630 Alta Vista Drive Suite 203 Vista, CA 92084
Katie Lackey	630 Alta Vista Drive Suite 203 Vista, CA 92084

(b) 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 in accordance with the Bylaws.

(c) The number of directors of this corporation shall be set forth in the Bylaws of this corporation, and such number may be changed by amendment to the Bylaws.

ARTICLE V

BYLAWS

The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of the two (2) classes of membership, shall be as set forth 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

AMENDMENT OF ARTICLES

Amendment of these Articles shall require the vote or written consent of (i) a majority of the Members of the Board of Directors; and (ii) a majority of the voting power of the corporation; and (iii) a majority of the voting power of members of this corporation other than the Declarant, as such term is defined in the Declaration; provided, however, that the percentage of voting power necessary to amend a specific clause or provision shall not be less than the percentage of affirmative votes prescribed for action to be taken under that clause; provided, further, if the two-class voting structure is still in effect as provided by the Bylaws of this corporation, these Articles may not be amended without the vote or written assent of a majority of each class of membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the first directors, have executed these Articles of Incorporation this 26th day of July, 2002.



DON FONTANA



MICHAEL C. LAKE



KATIE LACKEY

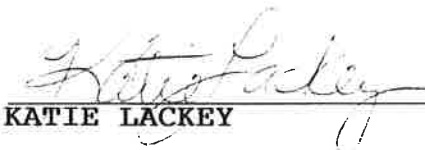
We declare that we are the persons who executed the above Articles of Incorporation, and that this instrument is our act and deed.



DON FONTANA



MICHAEL C. LAKE



KATIE LACKEY

