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In the office of the Secretary of State
of the State of California

MAY 10 1977

MARCH FONG EU, Secretary of State

By IRENE SANCHEZ
Deputy

ARTICLES OF INCORPORATION

OF

LAKWOOD SHORES HOMEOWNERS ASSOCIATION

ARTICLE I

The name of the corporation (hereinafter called the "Association") is LAKEWOOD SHORES HOMEOWNERS ASSOCIATION.

ARTICLE II

The principal office for the transaction of the business of the Association is located in Los Angeles County, State of California.

ARTICLE III

This corporation is organized pursuant to the General Nonprofit Corporation Law.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain real property in the City of Lakewood, County of Los Angeles, State of California, described as follows:

Lots 1 through 233, inclusive, of Tract No. 33098, as per Map recorded in Book 874, Pages 74 through 82, inclusive, of Maps, Official Records of said Los Angeles County, California,

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Recorder of Los Angeles County;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey,

sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and only with the assent (by vote or written consent) of two-thirds (2/3) of the total membership, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the total membership, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any merger or consolidation shall have the assent by vote of two-thirds (2/3) of the total membership or by the written consent of all of the members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of California by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract purchasers, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lots shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the

happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1980.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
C. Robert Langslet	296 Redondo Avenue Long Beach, California 90803
Audrey A. Langslet	296 Redondo Avenue Long Beach, California 90803
Craig C. Langslet	296 Redondo Avenue Long Beach, California 90803
Michael R. Engle	296 Redondo Avenue Long Beach, California 90803
Debra L. Kentner	296 Redondo Avenue Long Beach, California 90803

At the first annual meeting, the members shall elect five (5) Directors, each of whom shall serve for a term of one (1) year. Thereafter, at each annual meeting, the members shall elect Directors for an annual term to succeed those Directors whose terms have expired.

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Association, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

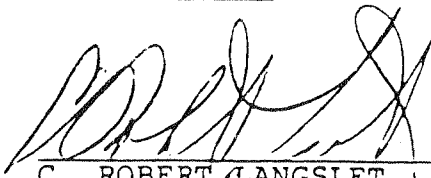
ARTICLE X

DISSOLUTION AND AMENDMENTS

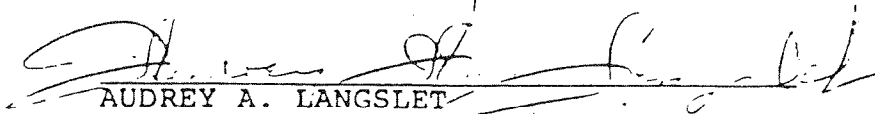
Dissolution of the Association and amendment of these Articles shall require the assent (by vote or written consent) of members representing fifty percent (50%)

or more of the voting power of each class of membership of the Association.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 3rd day of May, 1977.



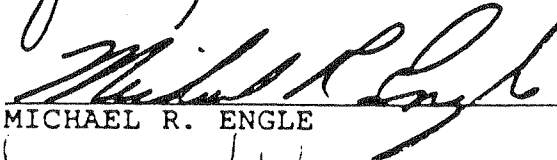
C. ROBERT LANGSLET



AUDREY A. LANGSLET



CRAIG C. LANGSLET



MICHAEL R. ENGLE



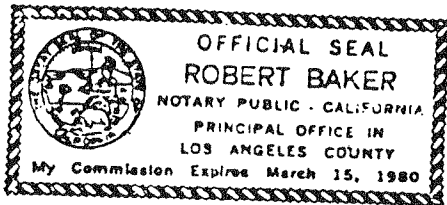
DEBRA L. KENTNER

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

On May 3, , 1977, before me, the undersigned, a Notary Public in and for said County and State, personally appeared C. ROBERT LANGSLET, AUDREY A. LANGSLET, CRAIG C. LANGSLET, MICHAEL R. ENGLE and DEBRA L. KENTNER, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

Robert Baker
Notary Public in and for said
County and State



STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On August 29, 1977, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Michael R. Engle, known to me to be the Vice - President, and Lela J. York, known to me to be the Assistant Secretary of C. ROBERT LANGSLET & SON, INC., the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its By-Laws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

Debra Lee Kentner
Notary Public in and for said
County and State

