



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, 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

FEB 22 1978



March Fong Eu

Secretary of State

839202

ENDORSED
FILED

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

FEB 16 1978

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

ARTICLES OF INCORPORATION
OF
REEF GATE WEST ASSOCIATION, INC.

ARTICLE I

The name of this corporation (hereinafter referred to as the ASSOCIATION) is Reef Gate West Association, Inc.

ARTICLE II

This corporation is successor in interest to Reef Gate West Homeowners Association, an unincorporated association, which will cease to exist upon the filing of the within Articles of Incorporation.

ARTICLE III

The principal office for the transaction of the business of the ASSOCIATION is located in the County of Orange, State of California.

ARTICLE IV

This ASSOCIATION, organized for non-profit purposes pursuant to the General Non-Profit Corporation Law of the

State of California, shall not be operated for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members.

ARTICLE V

The purposes for which the ASSOCIATION is formed are:

(a) The primary purposes for which the ASSOCIATION is formed are to provide for the maintenance, preservation and architectural control of that certain Condominium Project located in the City of San Clemente, County of Orange, State of California, and more specifically described in the Condominium Plan and the Declaration of Covenants, Conditions, Reservations, Easements, Liens and Restrictions (hereinafter referred to as DECLARATION) affecting said Project, recorded July 26, 1973 as Instrument No. 25098, in Book 10818, Page 923, et seq., of Official Records of Orange County, California and amendments thereto.

(b) The general purposes are:

- (1) To promote the health, safety and welfare of the residents within the Project;
- (2) To exercise and perform all of the powers and duties of the ASSOCIATION arising from the said DECLARATION applicable to the Project;

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- (2) To exercise and perform all of the powers and duties of the ASSOCIATION arising from the said DECLARATION applicable to the Project;
- (3) To fix, levy, collect and enforce payment by any lawful means, all charges of assessments pursuant to the terms of said DECLARATION; to pay all expenses in connection therewith, and all management, office and other expenses incident to the conduct of the affairs of the ASSOCIATION, including all licenses, taxes or governmental charges levied or imposed against the property of the ASSOCIATION;
- (4) To 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;
- (5) To borrow money, and with the assent of the Members, as evidenced by approval by vote or written assent of sixty percent (60%) of the voting power, to mortgage, pledge, or deed in trust any or all of its real or personal property as security, for money borrowed or debts incurred;
- (6) To have and to exercise any and all powers, rights and privileges which a corporation organized under the General Non-Profit Corporation Law of the State of California by law may now or hereafter have or exercise;
- (7) To act in the capacity of principal, agent, joint venturer, or partner, or otherwise;
- (8) To dedicate, sell, or transfer all or any part of the Common Area and/or ASSOCIATION Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by the Members holding sixty percent (60%) of the voting power, agreeing to such dedication, sale or transfer; and
- (9) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property, Common Area or

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ASSOCIATION property, provided that any such merger, consolidation or annexation shall have the assent by vote or written consent of the Members holding sixty (60%) of the voting power.

The foregoing statement of purposes shall be construed as a statement both of purposes and powers, and the purposes and powers stated in each clause shall be in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statement of purposes and powers, the ASSOCIATION shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the ASSOCIATION, nor shall the exercise of its powers exceed those specific limitations on its powers as set forth in the said DECLARATION affecting such Project.

ARTICLE VI

(a) Directors. The number and manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies of the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the ASSOCIATION'S By-Laws and/or the said DECLARATION affecting said Project.

(b) Members. The authorized number, if any, and qualification of members of the ASSOCIATION, the property, voting and other rights and privileges of members, liability for dues and assessments and the method of collecting same, and the transfer of membership shall be as stated in the ASSOCIATION'S By-Laws and/or the said DECLARATION affecting said Project.

ARTICLE VII

(a) The initial number of Directors of the ASSOCIATION shall be seven (7).

(b) The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

(c) The Directors shall serve without compensation and no Director shall receive any pecuniary benefit as a direct result of being a Director of the ASSOCIATION.

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(d) The powers of the ASSOCIATION shall be exercised, its property controlled, and its affairs conducted by the Board of Directors, as set forth in the ASSOCIATION's By-Laws and the said DECLARATION affecting said Project.

ARTICLE VIII

Neither the Directors, Officers nor the Members of the ASSOCIATION shall be personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE IX

Upon the winding-up and dissolution of the ASSOCIATION, after paying or adequately providing for the debts and obligations of the ASSOCIATION, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code; if the ASSOCIATION holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Orange County upon petition therefore by the Attorney General or by any person concerned in the liquidation.

ARTICLE X

Notwithstanding any other provision in these Articles of Incorporation, the ASSOCIATION shall be subject to the following limitations and restrictions:

(a) The ASSOCIATION shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b) The ASSOCIATION shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

(c) The ASSOCIATION shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

(d) The ASSOCIATION shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

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(e) The ASSOCIATION shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

ARTICLE XI

These Articles may be amended by the vote or written consent of the Members holding a majority of the voting power.