

MUTUAL SEVENTEEN (17)

ARTICLES

Total Pages - 5

ARTICLES OF INCORPORATION
OF
SEAL BEACH MUTUAL NO. SEVENTEEN

1032944
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
DEC 23 1980
MARCH FONG EU, Secretary of State
By BILL HOLDEN
Deputy

ARTICLE I

NAME

1.1 The name of this corporation (hereinafter referred to as the "Association") is SEAL BEACH MUTUAL NO. SEVENTEEN.

ARTICLE II

PURPOSES

2.1 The Association is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The general purpose of the Association is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law.

2.2 The specific purpose for which the Association is formed is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended, and of Section 23701t of the California Revenue and Taxation Code, as amended, for that certain condominium development in the City of Seal Beach, County of Orange, State of California, commonly known as Regency Terrace.

2.3 Notwithstanding any of the above statements of purposes and powers, this Association 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.

12/10/80

ARTICLE III

AGENT FOR SERVICE OF PROCESS

3.1 The name and address of the Association's initial agent for the service of process is:

James L. Conkey
c/o Presley of Southern California
4600 Campus Drive
Newport Beach, California 92660

ARTICLE IV

DIRECTORS

4.1 The names and addresses of the persons who are appointed as first directors of the Association are as follows:

James L. Conkey	c/o Presley of Southern California 4600 Campus Drive Newport Beach, California 92660
R.L. Sfreddo	c/o Presley of Southern California 4600 Campus Drive Newport Beach, California 92660
Susan Johnson	c/o Presley of Southern California 4600 Campus Drive Newport Beach, California 92660
Alan Uman	c/o Presley of Southern California 4600 Campus Drive Newport Beach, California 92660
William T. O'Brien	c/o Presley of Southern California 4600 Campus Drive Newport Beach, California 92660

The directors designated above, or any directors selected prior to the first election of directors by the Members of the Association shall act as such only until such first election. The number of directors of the Association shall be set forth

herein and such number may be changed by amendment to these Articles.

ARTICLE V

AMENDMENTS

5.1 So long as the two-class voting structure provided for in the By-Laws shall remain in effect, these Articles may be amended only by the vote or written assent of fifty-one percent (51%) of the voting power of each class of Members, and fifty-one percent (51%) of the members of the Board of Directors. At such time as the Class B membership shall cease and be converted to Class A membership as set forth in the By-Laws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

(a) Fifty-one percent (51%) of the voting power of the Association;


(b) Fifty-one percent (51%) of the votes of Members other than the Declarant (as defined in the Declaration); and


(c) Fifty-one percent (51%) of the members of the Board of Directors.

Notwithstanding the foregoing, the percentage of a quorum of the Members or of the Members other than the Declarant necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

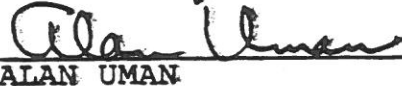
IN WITNESS WHEREOF, the undersigned, constituting all

of the incorporators and first directors, have executed these Articles of Incorporation on this 17th day of December, 1980.


JAMES L. CONKEY



R.L. SFERDSDO


SUSAN JOHNSON


ALAN UMAN


WILLIAM T. O'BRIEN

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

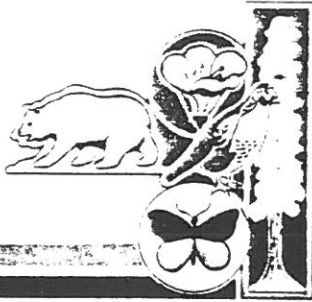

JAMES L. CONKEY


R.L. SFERDSDO


SUSAN JOHNSON


ALAN UMAN


WILLIAM T. O'BRIEN



State of California

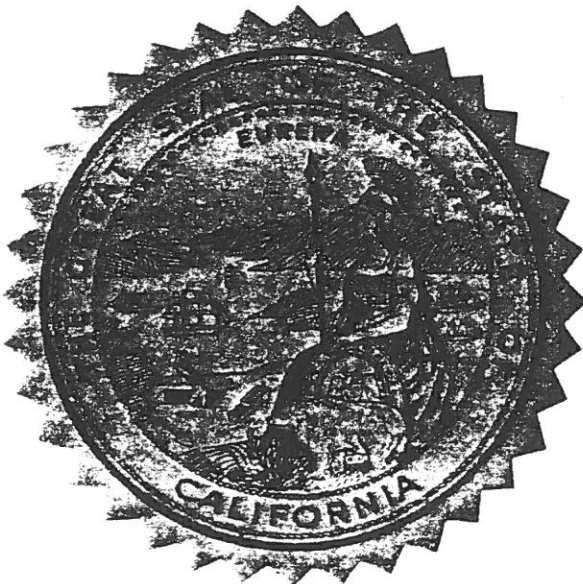
OFFICE OF THE SECRETARY OF STATE

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

DEC 23 1980



March Fong Eu

Secretary of State