

**ARTICLES OF INCORPORATION
 OF
 RIO BUENA VISTA HOMEOWNERS' ASSOCIATION**

JUN 27 2002

BILL JONES, Secretary of State

I. NAME

The name of the corporation is Rio Buena Vista Homeowners' Association.

II. PURPOSE

This corporation is a nonprofit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. This corporation is formed for the following additional purposes:

- (1) To provide a homeowners' association for the management, maintenance, preservation, and architectural control of the planned development known as Rio Buena Vista ("Development"), located in the City of Needles, County of San Bernardino, State of California.
- (2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the First Amendment to and Complete Restatement of Declaration of Covenants, Conditions and Restrictions for the Development recorded or to be recorded in the Office of the Recorder of San Bernardino County, California ("Declaration"), as the Declaration may be amended from time to time.

III. SPECIFIC PURPOSE; CORPORATE OFFICE; MANAGING AGENT

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The Association's business and corporate office is located at 41769 Enterprise Circle North, Suite 201, Temecula, CA 92590. The front street and nearest cross streets for the development's physical location is as follows: Beach Drive and Marina Drive, Needles, CA 92363.

The Association does not currently have a managing agent.

IV. INITIAL AGENT FOR SERVICE OF PROCESS

The corporation's initial agent for service of process in the State of California is Cristy Varela, whose business address is 41769 Enterprise Circle North, Suite 201, Temecula, CA 92590.

V. AMENDMENTS

The classes of membership and the voting rights of Members shall be as stated in the Declaration. So long as a two-class voting system is in effect, any amendment of these Articles shall require the vote or written consent of (1) a bare majority of the Board of Directors of the Association and (2) Members representing fifty-one percent (51%) of a quorum of Members of

each class. After conversion of the Class B Membership to Class A Membership, these Articles may be amended by the vote or written consent of (1) a bare majority of the Board of Directors of the Association, (2) a bare majority of the voting power of the Members and (3) a bare majority of the voting power of the Members other than the developer of the Development.

The undersigned, who is the Incorporator of this corporation, has executed these Articles of Incorporation on June 25, 2002.

Cristy Varela
By: Cristy Varela, Secretary

Acknowledgment

State of California

County of Riverside

On June 25, 2002, before me, Gretchen E. Sedlacek, Notary Public, personally appeared Cristy Varela, [personally known to me or proved to me on the basis of satisfactory evidence] to be the person[s] whose name[s] is she [is or are] subscribed to the within instrument and acknowledged to me that she [he or she or they] executed the same in her [his or her or their] authorized capacity [capacity or capacities], and that by her [his or her or their] signature [s] on the instrument the person [s], or the entity upon behalf of which the person [s] acted, executed the instrument.

WITNESS my hand and official seal.
Signature Gretchen E. Sedlacek [Seal]

