

STATE OF CALIFORNIA



DEPARTMENT OF STATE

It is hereby certified:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

AUG 11 1970

Dated: _____



H. P. Sullivan
H. P. Sullivan, Secretary of State

By _____
Ralph B. Martin
Deputy Secretary of State

**ENDORSED
FILED**

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

11 1970

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

H. P. SULLIVAN, Secretary of State
By JAMES E. HARRIS
Deputy

THE COLONY CLUB COMMUNITY ASSOCIATION

The undersigned do hereby certify and declare that:

1. They constitute at least two-thirds (2/3) of the incorporators of THE COLONY CLUB COMMUNITY ASSOCIATION, a California corporation.
2. They adopt the following amendment to the Articles of Incorporation of the corporation:

Article VIII, Section 2, which now reads:

"Section 2. If within three (3) years of the date of incorporation of this Association, the Declarant should develop additional lands within the area described in Section 3 of this Article, such additional lands may be annexed to said properties without the assent of the Class A members; provided, however, that the development of the additional lands described in this section shall be in accordance with a general plan submitted to the Federal Housing Administration and/or the Veterans Administration with the processing papers for the first section. Detailed plans for the development of additional lands must be submitted to the Federal Housing Administration and/or the Veterans Administration prior to such development. "

is hereby amended to read as follows:

"Section 2. If within three (3) years of the date of incorporation of this Association, the Declarant should develop additional lands within the area described in Section 3 of this Article, such additional lands may be annexed to said properties without the

assent of the Class A members; provided, however, that the development of the additional lands described in this section shall be in accordance with a general plan submitted to the Federal Housing Administration and/or the Veterans Administration with the processing papers for the first section. Detailed plans for the development of additional lands must be submitted to the Federal Housing Administration and/or the Veterans Administration prior to such development, and if such detailed plans are found by either the Federal Housing Administration or the Veterans Administration not to be in accordance with the general plan on file and either agency so advises the Association and the Declarant, then the annexation of such additional lands must have the assent of the Class A members as set forth in Section 1 above."

and Article VIII, Section 3 is amended to read as follows:

"Section 3. The are within which additional land may be annexed pursuant to section 2 of this Article is described as follows:

A portion of Lots 181 and 182, Block 63, of the Irvine's Subdivision as recorded in Book 1, Page 88, Miscellaneous Maps Records of Orange County, California and as shown in Book 88, Pages 27 through 33, Records of Survey, records of said Orange Counry, California described as follows:

BEGINNING at the centerline intersection of Culver Drive and

Walnut Avenue as shown on a map filed in Book 88, Pages 27 thru 33, Records of Survey of said Orange County; thence along the centerline of said Culver Drive, North $40^{\circ}37'31''$ East, 672.71 feet; thence leaving the centerline of said Culver Drive, North $49^{\circ}22'29''$ West 96.00 feet to the TRUE POINT OF BEGINNING, said true point of beginning being on the future northwesterly right-of-way line of said Culver Drive; thence continuing North $49^{\circ}22'29''$ West 526.50 feet; thence South $40^{\circ}37'31''$ West 603.78 feet to a point on a non-tangent curve concave northeasterly and having a radius of 2441.00 feet, a radial to said point bears South $45^{\circ}40'31''$ West, said curve also being the northeasterly right-of-way of said Walnut Avenue as shown on a deed recorded in Book 9170, Page 959 of Official Records of said County; thence northwesterly along said curve and along said northeasterly right-of-way line thru a central angle of $04^{\circ}08'36''$ a distance of 176.52 feet to a tangent line; thence North $40^{\circ}10'53''$ West, 1228.35 feet to a tangent curve concave southwesterly having a radius of 2059.00 feet; thence northwesterly along said curve thru a central angle of $22^{\circ}31'00''$ a distance of 809.17 feet to a point on a non-tangent line, a radial to said point bears North $27^{\circ}18'07''$ East; thence leaving said northeasterly right-of-way line of Walnut Avenue, and along said non-tangent line, North $40^{\circ}37'31''$ East, 182.86 feet; thence North $74^{\circ}08'44''$ East, 77.69 feet; thence South $49^{\circ}22'29''$ East, 57.10 feet; thence North $40^{\circ}37'31''$ East, 68.00 feet; thence South $49^{\circ}22'29''$ East, 60.50 feet; thence North $40^{\circ}37'31''$ East, 100.00 feet; thence South $49^{\circ}22'29''$ East, 40.00 feet; thence North $40^{\circ}37'31''$ East, 69.92 feet; thence North $74^{\circ}08'44''$ East, 36.68 feet; thence South $49^{\circ}22'29''$ East, 39.74 feet; thence North $40^{\circ}37'31''$ East, 60.00 feet; thence South $49^{\circ}22'29''$ East, 66.24 feet; thence North $40^{\circ}37'31''$ East,

100.00 feet; thence South $49^{\circ}22'29''$ East, 75.90 feet; thence North $40^{\circ}37'31''$ East, 100.00 feet; thence South $49^{\circ}22'29''$ East, 79.00 feet; thence North $40^{\circ}37'31''$ East, 100.00 feet; thence South $49^{\circ}22'29''$ East, 27.26 feet; thence North $40^{\circ}37'31''$ East, 75.00 feet; thence North $74^{\circ}08'44''$ East, 782.07 feet; thence South $49^{\circ}22'29''$ East, 38.09 feet; thence North $40^{\circ}37'31''$ East, 57.50 feet; thence North $74^{\circ}08'44''$ East, 20.99 feet; thence South $49^{\circ}22'29''$ East, 61.68 feet to a tangent curve concave northerly having a radius of 15.00 feet; thence southeasterly, easterly and northeasterly along said curve thru a central angle of $90^{\circ}00'00''$ a distance of 23.56 feet to a tangent line; thence along said tangent line North $40^{\circ}37'31''$ East, 100.76 feet; thence North $74^{\circ}08'44''$ East, 11.08 feet, thence South $49^{\circ}22'29''$ East, 95.88 feet; thence North $40^{\circ}37'31''$ East, 125.00 feet; thence South $49^{\circ}22'29''$ East, 50.00 feet; thence North $40^{\circ}37'31''$ East, 95.23 feet; thence North $74^{\circ}08'44''$ East, 14.12 feet; thence South $49^{\circ}22'29''$ East, 42.21 feet; thence North $40^{\circ}37'31''$ East, 63.72 feet; thence North $74^{\circ}08'44''$ East, 73.51 feet; thence South $49^{\circ}22'29''$ East, 29.41 feet; thence North $40^{\circ}37'31''$ East, 44.40 feet; thence North $74^{\circ}08'44''$ East, 50.56 feet; thence South $42^{\circ}16'25''$ East, 117.85 feet to a tangent curve concave southwesterly having a radius of 930.00 feet; thence southeasterly along said curve thru a central angle of $26^{\circ}38'43''$ a distance of 432.49 feet to a tangent line; thence along said tangent line South $15^{\circ}37'42''$ East, 444.40 feet to a tangent curve concave northeasterly having a radius of 570.00 feet; thence southeasterly along said curve thru a central angle of $33^{\circ}44'47''$ a distance of 335.72 feet to a tangent line; thence along said tangent line South $49^{\circ}22'29''$ East, 145.80 feet to said future northwesterly right-of-way line of Culver Drive; thence South $40^{\circ}37'31''$ West, 1325.00 feet along said future northwesterly right-of-way line to a true point

of beginning.

Excepting from the above described area the property described as Tract 7073, as per Map recorded in Book 265, Pages 1-4 of Miscellaneous Maps in the office of the County Recorder of said County.

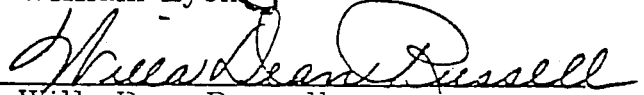
The above described parcel contains a computed area of 69.195 acres of land."

3. The corporation has admitted no members other than the incorporators.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 5th day of August, 1970.



William Lyon



Willa Dean Russell



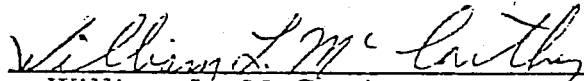
Phillip L. Colburne



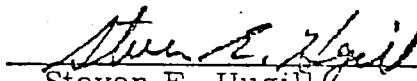
Harris B. Fisher



Alton Fowler



William L. McCarthy



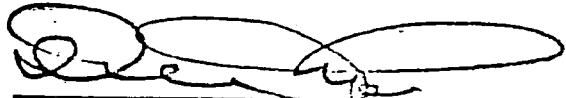
Steven E. Hugill

VERIFICATION

We, the undersigned, say that the matters set forth in this certificate of amendment of the Articles of Incorporation are true of our own knowledge.

We declare under penalty of perjury that the matters set forth in this certificate are true and correct.

Executed on August 5, 1970, at Newport Beach, California.



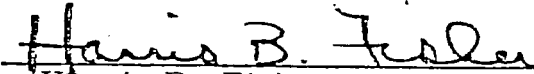
William Lyon



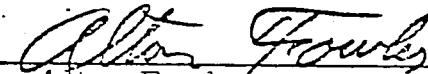
Willa Dean Russell



Phillip L. Colbourne



Harris B. Fisher



Alton Fowler



William L. McCarthy



Steven E. Hugill

573937

RECORDED
INDEXED

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

MAR 27 1970

FRANK M. JORDAN, Secretary of State
By David M. Shetman
Deputy

ARTICLES OF INCORPORATION
OF

THE COLONY CLUB COMMUNITY ASSOCIATION

15 1970
PORT
BEACH

In compliance with the requirements of Title 1, Division 2, Part 1 of the Corporations Code of the State of California, the undersigned, all of whom are residents of Orange County California, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I

The name of the corporation is THE COLONY CLUB COMMUNITY ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is fixed and located in the County of Orange, State of California.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific 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 tract of property in the unincorporated area of the County of Orange, State of California, described as Tract 7073 as per Map recorded in Book 265 pages 1-4 of Miscellaneous Maps in the office of the County Recorder of said County, and to promote the health, safety and welfare of the residents within the above described property and any additions

No
12
504

Document not to be used for real estate transactions: This document is provided for reference only. Should this document be used as part of a real estate transaction in compliance with the California Civil Code Section 5602, the user hereby acknowledges that the user assumes all responsibility and promises with regards to its completeness or accuracy. Amendments and Exhibits may exist that are not represented here. It is recommended that all users check with the Association's management representative to obtain a current and complete copy of the Association's governing documents.

Association by annexation, as provided in Article VIII herein, and for these purposes to:

(a) 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;

(b) 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;

(c) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) 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 each class of members, agreeing to such dedication, sale or transfer;

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

Notwithstanding any of the above statements of purposes and

engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Association.

ARTICLE IV

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 sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such interest shall be the sole qualification for membership.

ARTICLE V

VOTING RIGHTS

The Association shall have two classes of voting membership:

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

Class B. The Class B member shall be the Declarant (as defined in the Declaration). The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article IV, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the

- (a) When the total number of votes outstanding in the Class A membership equals the total number of votes outstanding in the Class B membership, or
- (b) On December 31, 1972.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of seven (7) 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>
William Lyon	4463 Birch St., Newport Beach, Calif.
Willa Dean Russell	4463 Birch St., Newport Beach, Calif.
✓ Phillip L. Colbourne	4463 Birch St., Newport Beach, Calif.
Harris B. Fisher	4463 Birch St., Newport Beach, Calif.
✓ Alton Fowler	4463 Birch St., Newport Beach, Calif.
William L. McCarthy	4463 Birch St., Newport Beach, Calif.
Steven E. Hugill	4463 Birch St., Newport Beach, Calif.

ARTICLE VII

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$100,000 while there is a Class B membership; and thereafter, shall not exceed 150 percent (150%) of its income for the previous fiscal year, provided that additional amounts may be authorized

by the assent of two-thirds (2/3) of the membership.

ARTICLE VIII

ANNEXATION OF ADDITIONAL PROPERTIES

Section 1. The Association may, at any time, annex additional residential properties and Common Areas to the property described in Article III, and so add to its membership under the provisions of Article IV, provided that any such annexation shall first have the assent of two-thirds (2/3) of the Class A membership and two-thirds (2/3) of the Class B membership, if any.

Section 2. If within three (3) years of the date of incorporation of this Association, the Declarant should develop additional lands within the area described in Section 3 of this Article, such additional lands may be annexed to said properties without the assent of the Class A members; provided, however, that the development of the additional lands described in this section shall be in accordance with a general plan submitted to the Federal Housing Administration and/or the Veterans Administration with the processing papers for the first section. Detailed plans for the development of additional lands must be submitted to the Federal Housing Administration and/or the Veterans Administration prior to such development.

Section 3. The area within which additional land may be annexed pursuant to Section 2 of this Article is described as follows:

A portion of Lots 181, 182 and 188, Block 63, of the Irvine's Subdivision as recorded in Book 1, Page 88, Miscellaneous Maps, Records of Orange County, California and as shown in Book 88, Pages 27 thru 33, Records of Survey, records of said Orange County, California described as follows:

BEGINNING at the centerline intersection of Culver Drive and
Document not to be used for real estate transactions. This document is provided for reference only. Should this document be used as part of a real estate transaction in compliance with California Civil Code Section 1368, Colony Club Homeowners Association makes no warranties or promises with regards to its completeness or accuracy. Amendments and Exhibits may exist that are not represented here. It is recommended that all users check with the Association's management representative to obtain a current and complete copy of the Association's governing documents.

Walnut Avenue as shown on a map filed in Book 88, Pages 27 thru 33, Records of Survey of said Orange County; thence along the centerline of said Culver Drive, North $40^{\circ}37'31''$ East, 672.71 feet; thence leaving the centerline of said Culver Drive, North $49^{\circ}22'29''$ West 96.00 feet to the TRUE POINT OF BEGINNING, said true point of beginning being on the future northwesterly right-of-way line of said Culver Drive; thence continuing North $49^{\circ}22'29''$ West 526.50 feet; thence South $40^{\circ}37'31''$ West 603.78 feet to a point on a non-tangent curve concave northeasterly and having a radius of 2441.00 feet, a radial to said point bears South $45^{\circ}40'31''$ West, said curve also being the northeasterly right-of-way of said Walnut Avenue as shown on a deed recorded in Book 9170, Page 959 of Official Records of said County; thence northwesterly along said curve and along said northeasterly right-of-way line thru a central angle of $04^{\circ}08'36''$ a distance of 176.52 feet to a tangent line; thence North $40^{\circ}10'53''$ West, 1228.35 feet to a tangent curve concave southwesterly having a radius of 2059.00 feet; thence northwesterly along said curve thru a central angle of $22^{\circ}31'00''$ a distance of 809.17 feet to a point on a non-tangent line, a radial to said point bears North $27^{\circ}18'07''$ East; thence leaving said northeasterly right-of-way line of Walnut Avenue, and along said non-tangent line, North $40^{\circ}37'31''$ East, 182.86 feet; thence North $74^{\circ}08'44''$ East, 77.69 feet; thence South $49^{\circ}22'29''$ East, 57.10 feet; thence North $40^{\circ}37'31''$ East, 68.00 feet; thence South $49^{\circ}22'29''$ East, 60.50 feet; thence North $40^{\circ}37'31''$ East, 100.00 feet; thence South $49^{\circ}22'29''$ East, 40.00 feet; thence North $40^{\circ}37'31''$ East, 69.92 feet; thence North $74^{\circ}08'44''$ East, 36.68 feet; thence South $49^{\circ}22'29''$ East, 39.74 feet; thence North $40^{\circ}37'31''$ East, 60.00 feet; thence South $49^{\circ}22'29''$ East, 66.24 feet; thence North $40^{\circ}37'31''$ East,

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of beginning.

Excepting from the above described area the property described as Tract 7073, as per Map recorded in Book 265, Pages 1-4 of Miscellaneous Maps in the office of the County Recorder of said County.

The above described parcel contains a computed area of 69.195 acres of land.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the Class A membership and two-thirds (2/3) of the Class B membership, if any.

ARTICLE X

DISSOLUTION

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association; provided, however, that such nonprofit corporation, association, trust or other organization shall qualify for

exemption from the payment of Federal income tax under the appropriate section of the Internal Revenue Code as amended from time to time. In no event shall any corporate assets inure to the benefit of any person or individual or any members or directors of this corporation.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

NONPROFIT LAWS

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation is not organized and shall not be operated for profit. This corporation does not contemplate pecuniary gain or profit to the members thereof, and the funds of this corporation, regardless of the source thereof, shall be used exclusively in the promotion of the business and purposes of the corporation in such manner as the Board of Directors may from time to time determine. No part of the net earnings, if any, of this corporation shall be distributed to or inure to the benefit of any of its members or to the benefit of any private individual.

ARTICLE XIII

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VII AND VIII

In order to take action under Articles VII and VIII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required

quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. In the event that the required voting power of the membership is not present in person or by proxy, the written assent of members not present may be combined with the votes of those present to ascertain if the required voting power has adopted the action taken at such meeting.

ARTICLE XIV

AMENDMENTS


Amendment of these Articles shall require the assent of seventy five percent (75%) of the entire membership.

ARTICLE XV

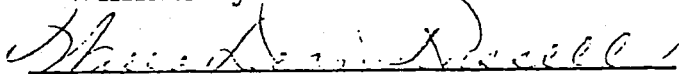
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mortgaging of Common Area, and dedication of Common Area.


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 corporation, have executed these Articles of Incorporation this 20th day of March, 1970.



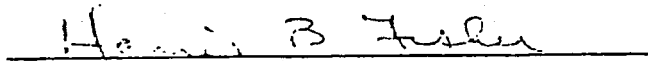
William Lyon



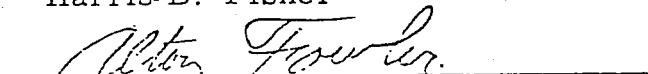
Willa Dean Russell



Phillip L. Colbourne



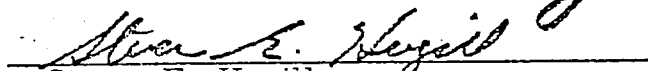
Harris B. Fisher



Alton Fowler



William L. McCarthy

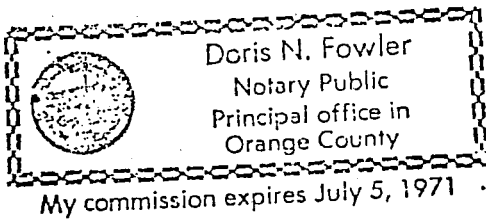


Steven E. Hugill

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

On March 20, 1970, before me the undersigned,
a Notary Public in and for said State, personally appeared
William Lyon, Willa Dean Russell, Phillip L. Colbourne,
Harris B. Fisher, Alton Fowler, William L. McCarthy,
and Steven E. Hugill 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.



Doris N. Fowler
Notary Public in and for said County
and State