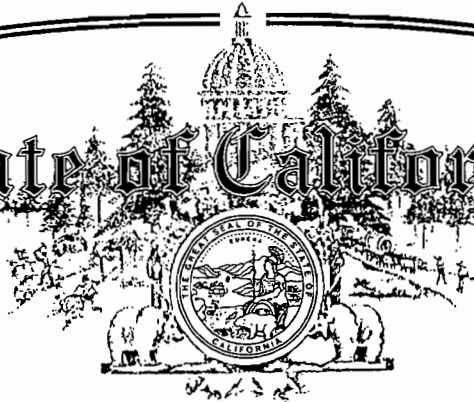


2289891

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 18 2002



Bill Jones

Secretary of State

2289891

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN 13 2002

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
MORNINGSTAR ONE COMMUNITY ASSOCIATION

ARTICLE I

The name of this corporation is MORNINGSTAR ONE COMMUNITY ASSOCIATION.

ARTICLE II

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

ARTICLE III

The corporation is a Nonprofit Mutual Benefit Corporation organized pursuant to the Nonprofit Mutual Benefit Corporation Law. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under such Law. More specifically, the corporation will provide for the management, administration, maintenance, preservation and architectural control of a planned development project within certain real property located in the County of Riverside, including the property initially covered by the Master Declaration (defined below) and such additional real property which is annexed to the planned development project; and will promote the health, safety and welfare of all of its members who shall be owners of Separate Interests (as defined in the Master Declaration to which reference is hereafter made) within such property and any additions thereto which may be brought within the jurisdiction of the corporation for these purposes.

ARTICLE IV

In furtherance of its purposes, the corporation shall have the power to perform all of the duties and obligations of the corporation set forth in the Master Declaration of Restrictions for Morningstar One ("Master Declaration") applicable to the property, the owners of which are required by the Master Declaration to be members of this corporation, and recorded or to be recorded in the Office of the County Recorder of Riverside, California. The corporation shall have and exercise all the powers granted to a nonprofit mutual benefit corporation as set forth in California CORPORATIONS CODE §7140. In addition, the corporation may exercise the powers

granted to the corporation by California CODE OF CIVIL PROCEDURE §374 and the Davis-Stirling Common Interest Development Act (California CIVIL CODE §§1350-1372, inclusive).

Notwithstanding any of the above statements of purposes and powers, the corporation 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 corporation.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is Liz Zepeda, 12865 Pointe Del Mar, Suite 200, Del Mar, California 92014.

As of the date of filing of these Articles, the corporation does not have a business or corporate office. The common interest development for which the corporation is being formed fronts on Washington Street and the nearest cross street is Thomson Road, Riverside, California 92596-0000. The United States Postal Service has not yet issued the last four digits of the zip code.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any Separate Interest which is subject by covenants of record to assessment by this corporation shall be a member of this corporation. 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 Home Site which is subject to assessment by the corporation.

ARTICLE VII

The corporation shall have three classes of voting membership as set forth in the Master Declaration. The corporation may also have the Non-voting Associate Membership as set forth in the Master Declaration.

ARTICLE VIII

The affairs of the corporation shall be managed by a Board of not less than three (3) nor more than five (5) directors.

ARTICLE IX

Upon dissolution of the corporation, other than incident to a merger or consolidation, the net assets of the corporation shall be distributed to the members of the corporation as their interests may appear.

ARTICLE X

Amendment to these Articles of Incorporation shall require the assent (by vote or written consent) of (a) a bare majority of the Board of Directors of the corporation, and (b) members representing sixty-seven percent (67%) or more of the voting power of Class A and B members of the corporation; provided, however, after conversion of the Class B membership to Class A membership, amendment to these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the corporation, (ii) sixty-seven percent (67%) or more of the total voting power of members of the corporation, and (iii) sixty-seven percent (67%) or more of the voting power of members of the corporation other than Declarant (as "Declarant" is defined in the Master Declaration).

DATED: June 12, 2002

/s/ A. John Hecht

A. John Hecht, Incorporator

I declare that I am the person who executed the above Articles of Incorporation and that this instrument is my act and deed.

/s/ A. John Hecht

A. John Hecht

