

[Handwritten signature]

748980

FILED
IN THE OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

JUN 14 1976
WILSON F. HAYES, Secretary of State
[Signature]
3/2/87

ARTICLES OF INCORPORATION
OF
BENEDICT HILLS ESTATES ASSOCIATION

In compliance with the requirements of Title I, Division 2, Part 1 of the Corporations Code of the State of California, the undersigned have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

Real estate
to be used exclusively
 Yes

ARTICLE I
DEFINITION

The term "Benedict Hills Estates" shall mean the real estate development in the County of Los Angeles, State of California, known by that name.

ARTICLE II
NAME

The name of the corporation is Benedict Hills Estates Association (hereinafter referred to as "the Association").

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association is to be located in the County of Los Angeles, State of California.

748980

FILED

To the Clerk of the Superior Court of the County of California

JUN 24 2004

WILSONVILLE, OREGON

[Signature]
Secretary

ARTICLES OF INCORPORATION

OF

BENEDICT HILLS ESTATES ASSOCIATION

In compliance with the requirements of Title I, Division 2, Part 1 of the Corporations Code of the State of California, the undersigned have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I

DEFINITION

The term "Benedict Hills Estates" shall mean the real estate development in the County of Los Angeles, State of California, known by that name.

ARTICLE II

NAME

The name of the corporation is Benedict Hills Estates Association (hereinafter referred to as "the Association").

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association is to be located in the County of Los Angeles, State of California.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed, the specific and primary purposes for which it is formed being set forth in Paragraph (a) Below, are:

(a) To provide, hold, own, operate, manage, administer and/or maintain and preserve Benedict Hills Estates for the members of the Association and to enforce and protect the value, desirability and attractiveness of Benedict Hills Estates.

(b) To possess and exercise all of the powers conferred by law upon nonprofit corporations, as such law is now in effect or may at any time hereafter be amended, and to do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of the Association, including any or all of the following acts or things:

(1) To enter into contracts or other arrangements with any person, firm, association, corporation, municipality, body politic, county, state or government conducive to the specific and primary purpose of the Association.

(2) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate maintain, convey, sell, lease, license, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(3) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of the real or personal property of the Association as security for money borrowed or debts incurred.

(4) To fix, levy, collect, and enforce payment of, by any lawful means, charges and assessments, 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, if any, levied or imposed against the property of the Association.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers. Notwithstanding any of the above statements 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 specific and primary purposes of the Association.

ARTICLE V

MEMBERSHIP

The authorized number and qualifications of members of the Association, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) 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:

Brian G. Frantice	300 Wilshire Boulevard Los Angeles, California 90017
Fredrick L. Allen	300 Wilshire Boulevard Los Angeles, California 90017
Richard C. Mallory	300 Wilshire Boulevard Los Angeles, California 90017
Michael L. Watkins	300 Wilshire Boulevard Los Angeles, California 90017
Brian C. Leck	300 Wilshire Boulevard Los Angeles, California 90017

ARTICLE VII

INDEBTEDNESS

The total indebtedness of the Association, including the principal amount of any mortgages or deeds of trust outstanding at any one time shall not exceed One Hundred Thousand Dollars (\$100,000.00); provided that additional amounts may be authorized by the vote or written consent of members entitled to exercise not less than two-thirds (2/3) of the voting power of the membership.

ARTICLE VIII

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other corporations; provided that any such merger or consolidation shall have the approval (by vote or written consent) of members as required by the Corporations Code of the State of California.

ARTICLE IX

AUTHORITY TO MORTGAGE

No mortgage, deed of trust, pledge or other hypothecation of all or substantially all of the property, real or personal, of the Association shall be made unless approved by the vote or written consent of members entitled to exercise not less than a majority of the voting power of the membership.

ARTICLE X

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the property of the Association 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 approved by the vote or written consent of members entitled to exercise not less than two-thirds (2/3) of the voting power of the membership and an instrument in writing is signed by the Secretary of the Association certifying that such dedication or transfer has been approved by the required vote.

ARTICLE XI

DISSOLUTION

The Association is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the dissolution and winding up the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a nonprofit 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 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 the Association.

ARTICLE XII

NONPROFIT LAWS

The Association is organized pursuant to the General Nonprofit Corporation Law of the State of California. The funds of the Association regardless of the source thereof, shall be used exclusively in the promotion of the business and purposes of the Association in such manner as the Board of Directors may from time to time determine. No part of the net earnings, if any, of the Association shall be distributed to or inure to the benefit of any of its members or to the benefit of any private individual.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may not be amended without the vote or written consent of members entitled to exercise not less than three-fourths (3/4) of the voting power of the membership of the Association.

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 12th day of
January, 1976.

Brian C. Leck

BRIAN C. LECK

Frederick L. Allen

FREDERICK L. ALLEN

Richard C. Mallory

RICHARD C. MALLORY

Michael L. Matkins

MICHAEL L. MATKINS

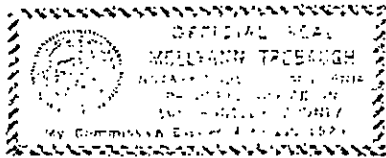
Brian C. Leck

BRIAN C. LECK

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On January 12, 1976, before me, the undersigned, a Notary Public in and for said County and State, personally appeared BRIAN G. PRENTICE, FREDERICK L. ALLEN, RICHARD C. MALLORY, MICHAEL L. MATKINS and BRIAN C. LECK, 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.



Mollyann Trobaugh