



## SECRETARY OF STATE

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

That the attached transcript of 2 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

MAY - 6 1999

*Bill Jones*

Secretary of State

2162626

RECORDED IN THE OFFICE OF THE  
CLERK OF THE SUPERIOR COURT  
IN THE COUNTY OF SACRAMENTO  
STATE OF CALIFORNIA  
OF THE STATE OF CALIFORNIA

MAY -3 1999

JILL JONES, SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
HERITAGE LAKESIDE OWNERS ASSOCIATION

**ARTICLE 1. NAME.**

The name of this corporation is HERITAGE LAKESIDE OWNERS ASSOCIATION (the "Association").

**ARTICLE 2. ORGANIZATION.**

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit 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.

B. The specific and primary purpose of this Association is to be a residential real estate management association organized and operated to provide for the acquisition, construction, management, and care of real and personal property held by this Association, or commonly held by the members of this Association, or located in the Development and owned by members of this Association, and otherwise to act and be operated as a "homeowners association" as defined in the applicable provisions of the Internal Revenue Code and of the Revenue and Taxation Code. For purposes of these Articles, the "Development" means the real property development in which members of the Association own separate units and the Association owns or controls certain common area for the benefit of the members.

C. The Association is formed to manage a common interest development under the Davis-Stirling Common Interest Development Act as set forth in California Civil Code Sections 1350 *et seq.* The business (or corporate) office of the Association is located at U.S. HOME CORPORATION, 2366 Gold Meadow Way, Suite 100, Gold River, California 95670. The zip code of the Development is 95747-0000. The Development is located on Lake Terrace Drive, with the nearest cross street being Harbour Point Drive in the Franklin-Laguna area of Sacramento, California.

D. Subject to the provisions of the recorded or to-be-recorded declaration of covenants, conditions and restrictions applicable to the Development ("Declaration"), the specific purposes and powers of the Association are:

(1) To promote the health, safety and welfare of the residents within the Development;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration;

(3) To fix, levy, collect and enforce payment by any lawful means all charges or assessments under the terms of the Declaration and to pay all expenses incident to such actions and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied against the property of the Association;

(4) To 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;

(5) To borrow money, and to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(6) To act in the capacity of principal, agent, joint venturer or partner, or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and purposes and powers in each clause shall in no way be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

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 primary and specific purposes of the Association.

### ARTICLE 3. AGENT FOR SERVICE.

The name and address in this State of the corporation's initial agent for service of process is Mark Ketchersid, 2366 Gold Meadow Way, Suite 100, Gold River, California 95670.

### ARTICLE 4. DEDICATION OF PROPERTY.

The property of this Association is irrevocably dedicated to the specific and primary purposes set forth in Article 2 and no part of the net income or assets of this organization shall ever inure to the benefit of any private individual (except through acquiring, constructing or providing management, maintenance and care of property held by the Association, or commonly held by the members of the Association, or located in the Development and owned by members of the Association, or through rebates of excess membership dues, fees or assessments).

### ARTICLE 5. AMENDMENT.

Amendment of these articles of incorporation requires the vote of a bare majority of the board and a bare majority of the voting power of each class of members entitled to vote while there are two classes. Thereafter, the vote of a bare majority of the board, a bare majority of the total voting power of the Association, and a bare majority of the voting power of members other than the declarant shall be required.

DATED: April 29, 1999.

### INCORPORATOR

U.S. HOME CORPORATION, a Delaware Corporation

By: \_\_\_\_\_

MARK KETCHERSID, DIVISION PRESIDENT

Its: \_\_\_\_\_

