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

NOV 14 1983

MARCH 1983 Secretary of State

Sharon K. Hawkins

Deputy

**ARTICLES OF INCORPORATION
STONEMAN ESTATES CONDOMINIUM ASSOCIATION, INC.
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

ARTICLE I

The name of this corporation is **STONEMAN ESTATES CONDOMINIUM ASSOCIATION, INC.**

ARTICLE II

The corporation is a non-profit mutual benefit corporation organized under the California 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. More specifically, the corporation will provide for management, administration, maintenance, preservation and architectural control of the residential units and common areas within that certain real property situated in the City of Los Angeles, County of Los Angeles, State of California, more particularly described as:

Lot 1 of Tract No. 40854 as per Map recorded in Book 1055, Pages 52 and 53 of Maps, in the Office of the County Recorder of Los Angeles County

and will fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the Declaration, and will promote the health, safety and welfare of all of its members who shall be owners of units within the above-described property and any additions thereto which may be brought within the jurisdiction of the corporation for these purposes.

ARTICLE III

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

ARTICLE IV

The name and address in this state of the corporation's initial agent for service of process is Hugh A. Temple, 1661 Lincoln Boulevard, Suite 204, Santa Monica, California 90404.

ARTICLE V

Every person or entity who is a record owner of a unit which is subject by covenants of record to assessment by the corporation shall be a member of the corporation. The foregoing is not limited 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 unit which is subject to assessment by the corporation.

ARTICLE VI

The corporation shall have two (2) classes of voting membership:

Class A.

Class A members shall be all owners of a unit with the exception of Declarant (as defined in the Declaration) and shall be entitled to one (1) vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any unit.

Class B.

The Class B member shall be Declarant and shall be entitled to three (3) votes for each unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earliest of the following to occur: (i) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or (ii) two (2) years from the date of the original issuance of the Final Public Report for the project.

ARTICLE VII

Upon dissolution of the corporation, the assets of the corporation shall be distributed among the members of the corporation in accordance with their respective rights therein, consistent with the non-profit mutual benefit corporation law governing homeowners' associations.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

Amendment to these Articles of Incorporation shall require the assent (by vote or written consent) of members representing seventy-five (75%) percent or more of the voting

power of each class of members; provided, however, that 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) seventy-five (75%) percent or more of the total voting power of members of the Association, and (ii) seventy-five (75%) percent or more of the voting power of members other than Declarant (as defined in the Declaration).

Dated: November 7, 1985 Hugh A. Temple
Hugh A. Temple, Incorporator

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

Hugh A. Temple
Hugh A. Temple