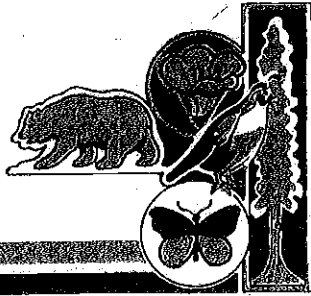


Articles of Incorporation (Required Civil Code Sec. 4525)
Crystal Cay Condominium Association



State of California

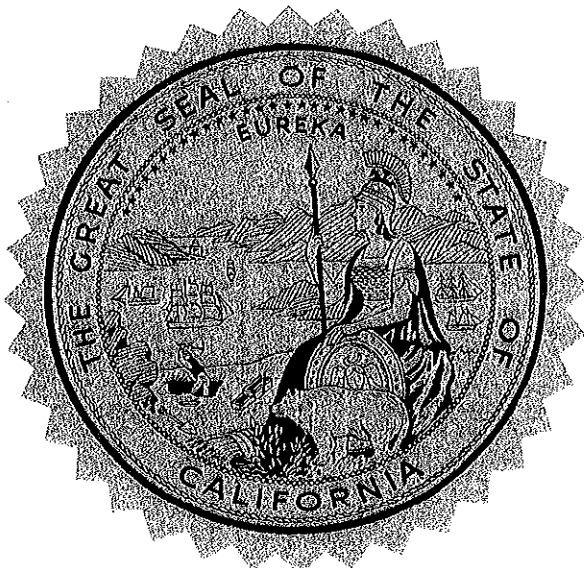
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

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

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

OCT 17 1983



March Fong Eu

Secretary of State

OCT 17 1983

MARCH FONG EU, Secretary of State
Carmelle M. Guy
Deputy

ARTICLES OF INCORPORATION
OF
CRYSTAL CAY CONDOMINIUM ASSOCIATION

ONE: The name of this corporation ("Association" herein) is CRYSTAL CAY CONDOMINIUM ASSOCIATION.

TWO: 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.

THREE: The Association's initial agent for service of process is Roy W. Humphreys, whose business address is 655 Brea Canyon Road, Walnut, California 91789.

FOUR: The Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, provided that the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the following purposes of the Association:

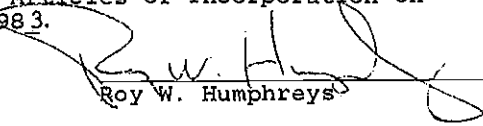
(a) To bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a residential condominium project known as Crystal Cay ("Project"), located in the unincorporated area of the County of Orange, State of California.

(b) To promote the common good, health, safety and general welfare of all the residents within the Project.

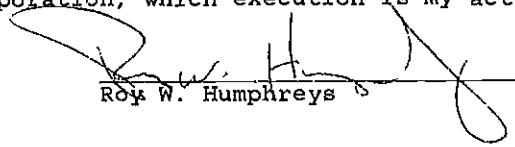
(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Crystal Cay (the "Declaration") recorded or to be recorded with the Orange County Recorder and applicable to the Project, as such Declaration may be amended from time to time.

FIVE: The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws. Amendment of 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 Association, and (ii) Members representing seventy-five percent (75%) 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 (a) a bare majority of the Board of Directors of the Association, (b) seventy-five percent (75%) or more of the total voting power of the Members, and (c) seventy-five percent (75%) or more of the voting power of the Members other than Declarant.

The undersigned, who is the incorporator of the Association, has executed these Articles of Incorporation on
October 14, 1983.


Roy W. Humphreys

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Roy W. Humphreys