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

OCT 11 2005

ARTICLES OF INCORPORATION

OF

RIO VISTA COMMUNITY ASSOCIATION

**ARTICLE I.
NAME**

The name of the corporation is Rio Vista Community Association (hereinafter, this "Corporation").

**ARTICLE II.
NONPROFIT MUTUAL BENEFIT CORPORATION**

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, other than credit union business, for which a corporation may be organized under such law.

**ARTICLE III.
SPECIFIC PURPOSES OF THE CORPORATION**

The specific purpose for which this Corporation is formed is to provide for the administration, maintenance, preservation and architectural control of the planned development project within that certain real property situated in the County of Kern, State of California, and more particularly described in the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements (Rio Vista), (hereinafter the "Declaration") which has been, or will be, recorded in the Office of the County Recorder of Kern County.

**ARTICLE IV.
DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT**

This Corporation is an association formed to manage the common property of a common interest development pursuant to the Davis-Stirling Common Interest Development Act (California Civil Code Section 1350, et seq.).

**ARTICLE V.
INITIAL AGENT**

The name and address in the State of California of this Corporation's initial agent for service of process is:

Ms. Gloria Buenrosro
27220 Turnberry Lane
Suite 190
Valencia, California 91355

**ARTICLE VI.
CORPORATE OFFICE AND MANAGING AGENT**

The business or corporate office of this Corporation is:

27220 Turnberry Lane
Suite 190
Valencia, California 91355

This office is located off-site of the planned development project. The current zip code of the planned development project is 93301-0000 and the nearest cross streets to the planned development are Anacapa Drive and Casa Club Drive in the City of Bakersfield, County of Kern, California.

This Corporation currently has no managing agent.

**ARTICLE VII.
DIRECTORS**

The number of directors of this Corporation shall be not less than three (3) nor more than nine (9). The exact number of directors, within the limits specified herein, shall be set forth in the Bylaws of this Corporation.

**ARTICLE VIII.
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

This Corporation shall be bound by the terms and conditions of the Declaration.

**ARTICLE IX.
AMENDMENT**

Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the State of California, an amendment to these Articles may be adopted by complying with the provisions of this paragraph. So long as there is a Class A and a Class B membership, any amendment to

these Articles shall require the vote or written assent of (1) a majority of the Board of Directors, (2) the Declarant (as defined in the Declaration), and (3) Members holding fifty-one percent (51%) of the votes held by Members of this Corporation other than Declarant. At such time as the Class A membership and Class B membership shall merge as provided in the Declaration, any amendment to these Articles shall require the vote or written assent of (1) a majority of the Board of Directors and (2) Members holding fifty-one percent (51%) of the votes in this Corporation including Members holding fifty-one percent (51%) of the votes held by Members other than Declarant.

ARTICLE X. CORPORATION QUALIFICATION

This Corporation is intended to qualify as a homeowners' association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. Furthermore, this Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Corporation be distributed to, or inure to the benefit of, any Member, director or officer of this Corporation or other private individual either directly, or indirectly. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of this Corporation, the remaining assets may be distributed to the Members as provided in Section 8717(b) of the California Nonprofit Mutual Benefit Corporation Law. Notwithstanding the foregoing, without the approval of one hundred percent (100%) of the Members, so long as there are any Common Expenses (as defined in the Declaration) for which this Corporation is obligated to provide management, maintenance, preservation or control:

- (a) This Corporation or any person or entity acting on its behalf shall not:
 - (1) Transfer all or substantially all of its assets; or
 - (2) File a Certificate of Dissolution; and
- (b) No court shall enter an order declaring this Corporation duly wound up and dissolved.

ARTICLE XI. LIABILITY OF DIRECTORS

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

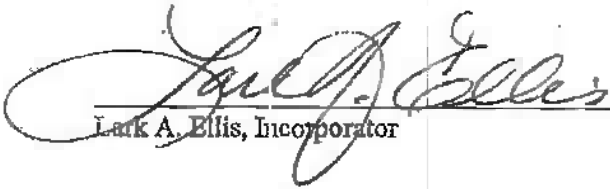
ARTICLE XII. MISCELLANEOUS

The authorized number, if any, and qualifications of Members of this Corporation, if any, the property, voting and other rights and privileges of membership and their liability for dues and

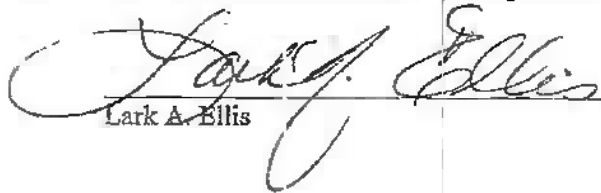
assessments and the method of collection thereof, shall be set forth in the Bylaws of this Corporation which incorporate by reference thereto the Declaration.

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 specific purposes of this Corporation.

Dated: October 10, 2005


Lark A. Ellis, Incorporator

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


Lark A. Ellis