



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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

JUL - 9 2008

DEBRA BOWEN
Secretary of State

CORONADO CAY HOMEOWNERS ASSOCIATION

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

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


JUN 30 2008

Daniel J. Harrigan and Susan M. Gormican certify that:

1. We are the President and Secretary respectively, of Coronado Cay Homeowners Association, a nonprofit mutual benefit corporation.
2. The Article FIRST of the Articles of Incorporation of this corporation is amended to read as follows: The name of this corporation shall be: Coronado Cays Homeowners Association.
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors, and duly approved by the required vote of the members as adjudged by the Superior Court of the County of San Diego, State of California, in an order signed and dated April 17, 2008, and issued in the case entitled *In Re the Matter of Coronado Cay Homeowners Association*, Case No. 37-2007-00081340-CU-PT-CTL.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 6/26/08


Daniel J. Harrigan, President

Dated: 6/26/08


Susan M. Gormican, Secretary



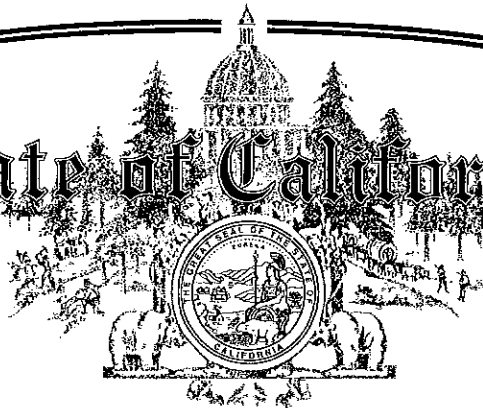
Articles of Incorporation

For

Coronado Cays Homeowners Association

If this document contains any restriction based on race, color, religion, sex, familial status, marital status, disability, national origin, or ancestry, that restriction violates state and federal fair housing laws and is void. Any person holding an interest in this property may request that the county recorder remove the restrictive covenant language pursuant to subdivision (c) of Section 12956.1 of the Government Code.

State of California



SECRETARY OF STATE

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

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, 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

JUN 06 2000

Bill Jones

Secretary of State



575078

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

JUL 14 1969
FRANK M. JORDAN, Secretary of State
By Bell Deputy

ARTICLES OF INCORPORATION
OF
CORONADO CAY HOMEOWNERS ASSOCIATION

Restraint of right
to amend articles

EC

FIRST: The name of this corporation shall be:

CORONADO CAY HOMEOWNERS ASSOCIATION

SECOND: The purposes for which this corporation is formed are:

(a) The specific and primary purposes are the ownership of common areas and recreational facilities within the residential development in the City of Coronado, County of San Diego, State of California, commonly known as Coronado Cay, and the maintenance and management thereof, and other scientific, literary, educational, recreational, civic or charitable purposes.

(b) The general purposes and powers are to promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities. For such purposes it may solicit and receive funds and other property, real, personal and mixed, and interest therein by gift, transfer, devise and bequest, and invest, reinvest, hold manage, administer, expend and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.

(c) No part of the income or principal of the corporation shall inure to the benefit of, or be distributed to any member, director or officer of the corporation. Expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(d) The corporation may fix, establish or levy and collect from its members, dues, fees, charges and assessments and enforce any lien which may be provided to secure the payment thereof.

(e) The corporation may do any and all other acts and things that a non-profit corporation is empowered to do, which may be necessary, convenient or desirable in the administration of the affairs and for the full attainment of the general purpose of this corporation.

(f) The corporation shall not:

(1) Advocate the election or defeat of any candidate for public office.

(2) Participate or intervene directly or indirectly in any political campaign.

(3) Advocate the adoption or rejection of any legislation save incidentally, if such may affect its overall purposes.

(4) Discriminate in its activities among individuals, organizations, institutions, firms, associations or corporations on the basis of race, religion, region or country of national origin.

(5) Encourage, support nor aid in any way individuals, organizations, corporations or institutions that discriminate in their activities on the basis of race, religion, region, or country of national origin.

THIRD: This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California.

FIFTH: The County in this State where the principal office for the transaction of business of this corporation is located is the County of San Diego, State of California.

SIXTH: The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders. Membership in the Association shall be limited to the owners of lots and condominiums within Coronado Cay. In order to maintain voting membership status in this Association, an owner of a lot or condominium must be in good standing as set forth in the By-Laws.

SEVENTH: The affairs of the corporation shall be conducted by a Board of Directors and such officers as the Directors may, from time to time, elect or appoint. The number of Directors shall be three (3). The Directors shall be elected by the members entitled to vote at the meeting following the earliest of the events as follows: (a) All lots and condominiums within the real property commonly known as Coronado Cay have been conveyed; or (b) three (3) years from the date hereof; or (c) two (2) years from the date of the most recent public report with respect to any portion of the property commonly known as Coronado Cay issued by the California Real Estate Commissioner. Directors must be voting members and shall hold office for such terms and shall be elected in such manner as shall be designated in the By-Laws. Until their successors have been elected and have qualified, the following named persons shall constitute the Board of Directors:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| James R. Knapp | 48 Linda Isle Newport Beach, California 92660 |
| Harold Beral | 2322 French Street Santa Ana, California 92706 |

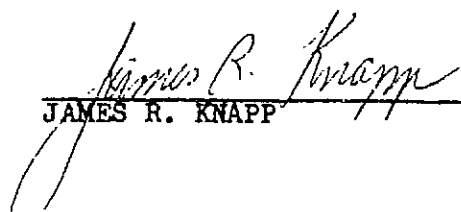
Sherwood C. Chillingworth 1240 Lorain Road
San Marino, California

EIGHTH: The By-Laws of this corporation may be adopted by the Directors named in the Articles of Incorporation, and may thereafter be amended or repealed by any means provided in the By-Laws.

NINTH: In the event of the dissolution of the corporation for any reason, the assets of the corporation shall be distributed to an organization qualifying for tax exemption under the Internal Revenue Laws of the United States and the State of California, whose purposes are in accord with the purposes of this corporation, which shall be determined at a special meeting called by the Board of Directors. Should a majority of the voting members fail to agree upon such distribution, then application shall be made to any Judge of the Superior Court of San Diego County, California, whose name shall be chosen by lot who shall then decide how the assets should be distributed in accordance with these Articles, and such decision shall be binding upon the Directors, members and the corporation.

TENTH: The Articles of Incorporation of this corporation shall not be amended, supplemented or modified except by a written, affirmative vote of ninety per cent (90%) of all eligible voting members. In the event any term or provision of the By-Laws may conflict with these Articles of Incorporation, then these Articles of Incorporation shall govern.

IN WITNESS WHEREOF, we hereto affix our signatures
this 7th day of July, 1969.



JAMES R. KNAPP

[Handwritten Signature]
HAROLD BERAL

[Handwritten Signature]
SHERWOOD C. CHILLINGWORTH

STATE OF CALIFORNIA }
COUNTY OF ORANGE } ss.

On this 7th day of July, 1969,
before me, the undersigned, personally appeared JAMES R. KNAPP,
HAROLD BERAL, and SHERWOOD C. CHILLINGWORTH, known to me to be
the persons whose names are subscribed to the within instru-
ment and acknowledged to me that they executed the same for
the purpose therein stated.

IN WITNESS WHEREOF, I hereunto set my hand and offi-
cial seal.

Sandra A. Ferreri
Notary Public in and for
Said County and State

