

ARTICLES OF INCORPORATION  
OF  
NORMANDY BY THE SEA COMMUNITY ASSOCIATION, INC.

1. NAME

The name of the corporation is "NORMANDY BY THE SEA COMMUNITY ASSOCIATION, INC." and is hereafter referred to as the "corporation."

2. PURPOSES

The specific and primary purpose of the corporation is to control and manage the common areas and other property of the corporation according to a Declaration of Restrictions of a thirty-eight unit condominium project known as "Normandy by the Sea" in the City of Del Mar, County of San Diego, California, (hereinafter referred to as the "Project".)

3. POWERS

The general powers and purposes of the corporation are:

3.1 To own, operate, maintain and manage the common areas and community facilities of the Project as it now or may hereafter exist.

3.2 To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

3.3 To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, and to transfer, convey, lease, or otherwise dispose of such real and personal property, and to distribute gifts of property of all kinds.

3.4 To determine the cost of the corporation's operation and the levy assessments against Units of the Project and the owners thereof to derive funds for the corporation's use.

3.5 To cooperate with the owners of all Units in said Project in keeping them in good order and in a sightly condition, and in preventing their becoming a nuisance and a detriment to the beauty of the area and to the value of the improved property therein.

3.6 To aid, and cooperate with, the members of this corporation in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property.

3.7 To carry on any activity whatsoever in this State or anywhere in the world, either as principal, agent, or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this corporation.

3.8 To have and exercise all the rights and powers conferred on nonprofit corporations under the General Nonprofit Corporation Law of California, as such law is now in effect or may at any time hereafter be amended.

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

(c) Notwithstanding any of the foregoing 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 purpose of this corporation as set forth in Paragraph (2) entitled "Purposes".

#### 4. ORGANIZATION

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California (or pursuant to Part 1 of Division 2 of Title 1 of the Corporations Code of the State of California).

#### 5. PRINCIPAL OFFICE

The county in this State where the principal office for the transaction of the business of the corporation is located is in the County of San Diego.

#### 6. DIRECTORS

The number of Directors of this corporation shall be five;

the names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
James A. McKellar, Jr.	2126 Van Patten, Las Vegas, Nevada 89109
Christopher S. McKellar	2 Irving Way, Atherton, Calif.
Dale Carlson	4286 Haines Avenue, San Jose, California
Pamela MacFarlane	1272 Orange Avenue, Menlo Park, California
William F. Miller, Jr.	337 Santa Helena, Solana Beach, California

7. BOARD ACTION by UNANIMOUS WRITTEN CONSENT WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

8. MEMBERS

The authorized number, if any, and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection, shall be as set forth in the By-laws.

9. NONLIABILITY OF DIRECTORS and MEMBERS

Neither the Directors nor the members of the corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

10. GAINS, PROFITS, and DIVIDENDS

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes.

11. DISSOLUTION

On the dissolution and winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit organization having the same purposes as this corporation, or, in the absence of such nonprofit organization, to another public entity or nonprofit corporation to be held in trust for use in connection with the development and improvement of the common areas in the Project.

12. AMENDMENT OF ARTICLES

12.1 These articles may be amended prior to the sale of

the first Unit of the Project by a majority of the Directors.

12.2 These articles may be amended after the sale of the first unit of the project as follows:

12.2.1 By the adoption of a resolution of the Board of Directors authorizing such amendment by a majority of such Board; and

12.2.2 By the approval of such resolution by the holders of a majority of the voting power of the Membership of the corporation at a meeting hereof; or

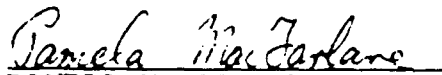
12.2.3 By the unanimous written consent approving such resolution signed by all of the Members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the persons herein above named as the first Directors, have executed these Articles of Incorporation on the several dates set forth in the acknowledgements attached hereto.

  
\_\_\_\_\_  
JAMES A. MCKELLAR, JR., Incorporator

  
\_\_\_\_\_  
CHRISTOPHER S. MCKELLAR, Incorporator

  
\_\_\_\_\_  
DALE CARLSON, Incorporator

  
\_\_\_\_\_  
PAMELA MacFARLANE, Incorporator

  
\_\_\_\_\_  
WILLIAM F. MILLER, JR., Incorporator

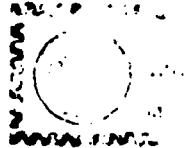
ACKNOWLEDGMENT

State of Nevada )  
                          )  
County of Clark )

On October 6, 1971 before me, AR LeBarque,  
a Notary Public for the State of Nevada, personally  
appeared James A. McKellar, Jr., known to me to be the  
person whose name is subscribed to the foregoing Articles  
of Incorporation of Normandy by the Sea Community Association,  
Inc, and acknowledged that he executed the same.

(SEAL)

AR LeBarque  
Notary Public in and for  
said County and State



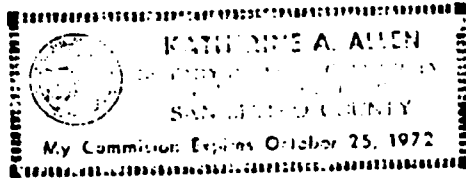
ACKNOWLEDGMENT

State of California )

County of San Mateo )

On October 5, 1971, before me, \_\_\_\_\_  
a Notary Public for the State of California, personally  
appeared Christopher S. McKellar, known to me to be the person who  
name is subscribed to the foregoing Articles of Incorporation of  
Normandy by the Sea Community Association, Inc, and acknowledged  
that he (or she) executed the same.

(SEAL)



Katherine A. Allen

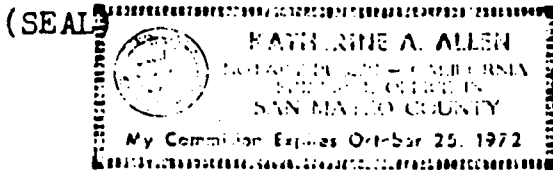
Notary Public in and for  
said County and State



ACKNOWLEDGMENT

State of California )  
County of San Mateo )

On Oct. 5, 1971, before me, \_\_\_\_\_,  
a Notary Public for the State of California, personally  
appeared Dale Carlson, known to me to be the person whose  
name is subscribed to the foregoing Articles of Incorporation of  
Normandy by the Sea Community Association, Inc., and acknowledged the  
executed the same.



Katherine A. Allen

Notary Public in and for  
said County and State

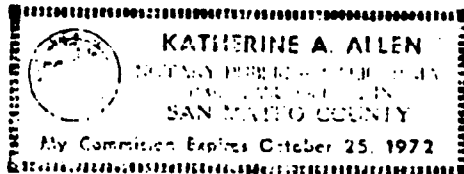
ACKNOWLEDGMENT

State of California ,)

County of San Mateo )

On October 5, 1971, before me, \_\_\_\_\_,  
a Notary Public for the state of California, personally  
appeared Pamela MacFarland, known to me to be the person whose  
name is subscribed to the foregoing Articles of Incorporation of  
Normandy by the Sea Community Association, Inc., and acknowledged that  
she executed the same.

(SEAL)



Katherine A. Allen

Notary Public in and for  
said County and State.



LOT 1 OF NORMANDY BY THE SEA, IN THE CITY OF DEL MAR, COUNTY  
OF SAN DIEGO, STATE OF CALIFORNIA, ACCORDING TO MAP THEREOF  
NO. 7091 FILED IN THE OFFICE OF THE COUNTY RECORDER OF SAN  
DIEGO COUNTY OCTOBER 20, 1971.

EXHIBIT "A"