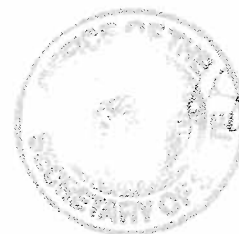


2842503

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

SEP 08 2006

BRUCE McPHERSON
Secretary of State

RECORDED
IN THE COUNTY CLERK'S
OFFICE OF THE COUNTY OF
SAN BERNARDINO

SEP - 7 2006

ARTICLES
OF
INCORPORATION

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This Space For Secretary of State Use Only

ARTICLES OF INCORPORATION OF
FOOTHILL HIGHLAND INC.

ARTICLE I: NAME

The name of this corporation shall be FOOHILL HIGHLAND INC..

ARTICLE II: PURPOSE

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.

This corporation is an association formed to manage a common interest development under the Davis - Stirling Common Interest Development act.

This corporation is formed for the following specific and primary purposes:

- (a) To manage, maintain and preserve the residential condominium project known as **FOOTHILL HIGHLAND**, located within that certain real property in the City of **Rancho Cucamonga**, County of **San Bernardino**, described as **Lot 1-15 and Lot A** of Tract No. **17745**, and any additional property annexed into the Project in the future.
- (b) To promote the health, safety and welfare of the residents of the project.
- (c) To exercise the powers granted to a non-profit mutual benefit corporation enumerated in Corporation Code Section 7140.
- (d) To operate a homeowners association within the meaning of Section 23701t of the California Revenue and Taxation Code.

ARTICLE III: AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of the initial agent of this corporation for service of process are as follows:

Jasen Grohs
119 East St. Joseph St.
Arcadia CA 91006-7221

ARTICLE IV: BUSINESS OR CORPORATE OFFICE

The business or corporate office of the association is **119 East St. Joseph St., Arcadia, CA 91006**. This office is not on site. The Project is located at **9866 Highland Ave.** near the cross street of **Balston Street**, California **91737-4204**.

ARTICLE V: MANAGING AGENT

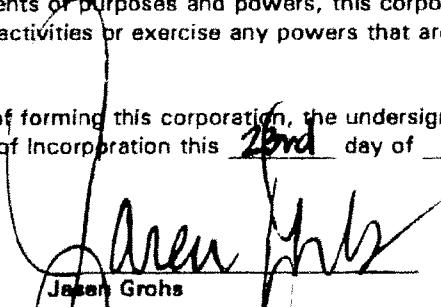
The Association has no managing agent.

ARTICLE VI: AMENDMENT OF ARTICLES

Amendment of these Articles shall require the following vote: If two (2) classes of Membership exist: (i) a majority of Directors of the Board of Directors; and (ii) a majority of each class of Membership. If there is only one (1) class of Membership: (i) a majority of Directors of the Board of Directors; (ii) a majority of the total voting power of the corporation; and (iii) a majority of the total voting power of the corporation, other than Declarant, as defined in the Declaration of Covenants, Conditions, Restrictions, and Reservation of Easements of the corporation.

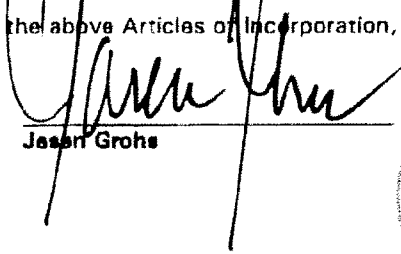
Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the incorporator, has executed these Articles of Incorporation this 20th day of MAY, 2006.



Jasen Grohs

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



Jasen Grohs

