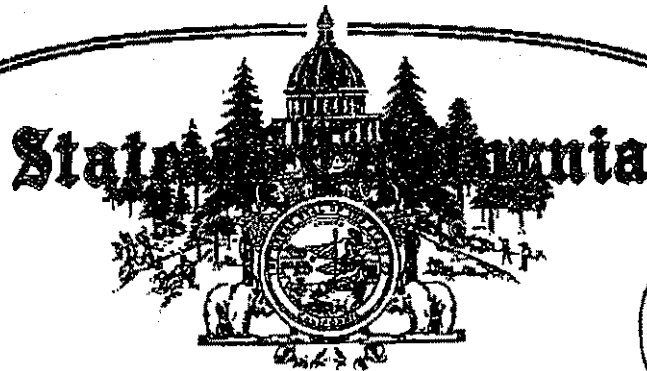


2679279



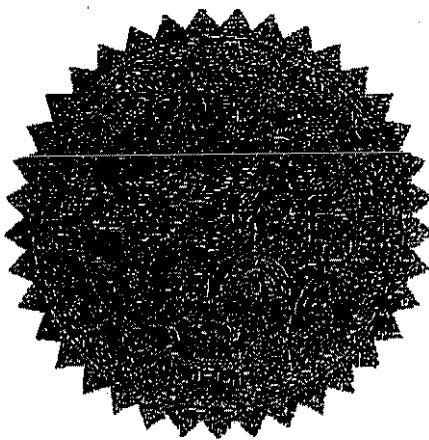
**SECRETARY OF STATE**

I, *Kevin Shelley*, 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

OCT 21 2004



*Kevin Shelley*  
Secretary of State

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

OCT 15 2004

**ARTICLES OF INCORPORATION  
OF  
GRANITE GATE HOMEOWNERS ASSOCIATION**

KEVIN SHELLEY, Secretary of State

**I.**

The name of this corporation is **GRANITE GATE HOMEOWNERS ASSOCIATION.**

**II.**

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.

**III.**

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

**Thomas Atkin  
SeaCountry Homes, Inc.  
1808 Aston Avenue, Suite 100  
Carlsbad, California 92008**

**IV.**

This corporation 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 this corporation 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 this corporation:

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

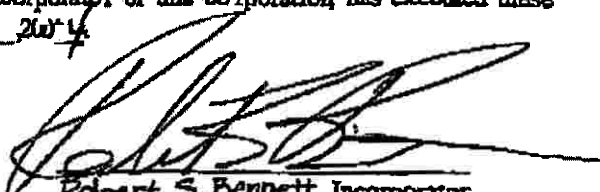
(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation arising from the certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Granite Gate (the "Declaration") recorded or to be recorded with the Riverside County Recorder and applicable to the project ("Project") described therein, as such Declaration may be amended from time to time.

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The corporate office of this corporation is located at 1808 Aston Avenue, Suite 100, Carlsbad, California 92008. The Project is located within the following zip code: 92584-0000. The Project fronts on Meadowlark Lane, and its nearest cross street is Clinton Keith Road. The managing agent for this corporation has not been selected.

V.

The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws. So long as there are two classes of Membership, 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 this corporation, and (ii) Members representing seventy-five percent (75%) or more of the voting power of each class of Members. After conversion of the Class B Membership to Class A Membership, 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 this corporation, (ii) seventy-five percent (75%) or more of the total voting power of the Members, and (iii) Members representing seventy-five percent (75%) or more of the voting power of the Members other than the Subdivider of the Project.

The undersigned, who is the incorporator of this corporation, has executed these Articles of Incorporation on 9/29 2004

  
Robert S. Bennett, Incorporator







