

SECRETARY OF STATE



I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

AUG 25 2004

Kevin Shelley
Secretary of State



ARTICLES OF INCORPORATION
OF
THE BOULEVARD I MAINTENANCE CORPORATION

ENTIRETY FILED
In the Office of the Secretary of State
of the State of California

AUG 2 5 2004

KEVIN SHILLEY
Secretary of State

ARTICLE 1

NAME

1.1 The name of this corporation is THE BOULEVARD I MAINTENANCE CORPORATION.

ARTICLE 2

PURPOSES

2.1 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.

2.2 The specific purpose for which this corporation is formed is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954, as may be amended from time to time, and of Section 23701(t) of the California Revenue and Taxation Code, as may be amended from time to time, for that certain residential planned development known as "The Boulevard I" located in the City of Anaheim, County of Orange, State of California.

2.3 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 purpose of this corporation.

2.4 Notwithstanding any of the above statements of purposes and powers, the corporation may also exercise the powers granted to a nonprofit, mutual benefit corporation enumerated in Section 7140 of the California Corporations Code, as same may be amended, from time to time. In addition, the corporation may exercise the powers granted to an association by Section 383 of the California Code of Civil Procedure and the applicable provisions of Sections 1350, et seq., of the California Civil Code (commonly known as the Davis-Stirling Common Interest Development Act), as same may be amended, from time to time. The corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

ARTICLE 3

LOCATION OF COMMON INTEREST DEVELOPMENT

3.1 In accordance with Section 1363.5 of the California Civil Code, the front street of this common interest development project known as The Boulevard I is South Anaheim Boulevard and the nearest cross street is Santa Ana Street. The nine digit zip code for the project is 92805-4148. The address of the business or corporate office of the association is 3121 Michelson Drive, Suite 200, Irvine, CA 92612. This office is not on site.

ARTICLE 4

AGENT FOR SERVICE OF PROCESS

4.1 The name and address of this corporation's initial agent for the service of process is:

Ken Nishikawa
John Laing Homes
3121 Michelson Drive, Suite 200
Irvine, CA 92612

ARTICLE 5

AMENDMENTS

5.1 So long as the two-class voting structure provided for in the By-Laws shall remain in effect, these Articles may be amended only by the vote or written assent of sixty-seven percent (67%) of the voting power of each class of Members and sixty-seven percent (67%) of the members of the Board of Directors. At such time as the Class B membership shall cease and be converted to Class A membership, as set forth in the By-Laws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

(a) Sixty-seven percent (67%) of the voting power of the corporation;

(b) Sixty-seven percent (67%) of the votes of Members, other than the Declarant (as defined in the Declaration); and

(c) Sixty-seven percent (67%) of the members of the Board of Directors.

Notwithstanding the foregoing, the percentage of a quorum of the Members, or of the Members other than the Declarant,

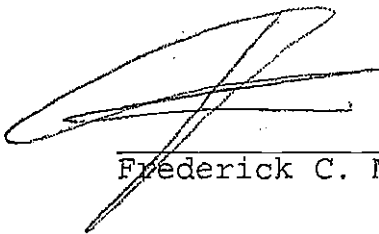
necessary to amend a specific provision in these Articles shall not be less than the prescribed percentage of affirmative votes required for action to be taken under said provision.

ARTICLE 6

MANAGING AGENT

6.1 The association has no managing agent.

THE UNDERSIGNED, who is the incorporator of the corporation, has executed these Articles of Incorporation this 23rd day of August, 2004.



Frederick C. Moore

