



State
of
California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUL 19 1965



March Fong Eu

Secretary of State

RESTATED ARTICLES OF INCORPORATION OF
CARLTON SQUARE HOMEOWNERS ASSOCIATION

ENDORSED
FILED

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

JUL 1 3 1985

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

RICHARD T. DEIHL certifies that:

1. He is the sole incorporator of CARLTON SQUARE HOMEOWNERS ASSOCIATION, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of this corporation ("Association" herein) is CARLTON SQUARE HOMEOWNERS ASSOCIATION.

ARTICLE 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 for which a corporation may be organized under such law.

ARTICLE III

The Association's initial agent for service of process is Richard T. Deihl, whose business address is: 17550 Gillette Avenue, Irvine, California 92714.

ARTICLE IV

The Association shall have and exercise any and all power, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, provided that the Association 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 the Association:

- (a) To bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a residential condominium project known as Carlton Square ("Project"), located in Los Angeles County, California.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Carlton Square (the "Declaration") recorded or to be recorded with the Los Angeles County Recorder and applicable to the Project, as such Declaration may be amended from time to time.

ARTICLE 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 the Association, 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 the Association, (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 ("Declarant").

3. No directors were named in the original Articles of Incorporation and none have been elected.

4. The corporation has no Members.


RICHARD T. DEIHL, Incorporator

I 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 my own knowledge.

Dated: July 15, 1985


RICHARD T. DEIHL