

ARTICLES OF INCORPORATION

OF

HIDDEN HILLS COMMUNITY ASSOCIATION

FIRST: The name of this corporation is:

HIDDEN HILLS COMMUNITY ASSOCIATION

SECOND: This corporation is organized pursuant to the General Non-Profit Corporation Law, Part 1 of Division 2 of Title 1 of the Corporations Code, of the State of California.

THIRD: The purposes for which the corporation is formed are:

- (1) The specific and primary purpose for which this corporation is formed is for the promotion of social welfare, including aiding and developing community and civic welfare and interest, within the limits of the City of Hidden Hills, California, and its immediate environs.
- (2) The general purposes and powers of this corporation are as follows, provided, however, that all of the following statements shall be subservient to and utilized in furtherance of the specific and primary purpose set forth in paragraph (1) of this Article THIRD:
 - (a) To purchase, construct, improve, repair, maintain, care for, operate, own and dispose of parks, parkways, playgrounds, recreation areas, gates, gatehouses, swimming pools, tennis courts, club houses, riding academies, and other community facilities appropriate for the use and benefit of the members of this corporation and/or for the improvement and development of the property, or any part thereof, over which the corporation has jurisdiction, and to make charges for the use thereof.

(b) To hold easements for or the fee to and/or to improve, maintain and light streets, roads, alleys, trails, bridle paths, courts, walks, gateways, fences, ornamental features and similar improvements; to construct, pave, grade, repair and improve such streets, roads, alleys, walks and bridle trails as the board of directors of the corporation deems to be of use or value to the property subject to the jurisdiction of the corporation or to contribute to the payment for such construction, paving, grading, repairing and/or improving whether or not abutting upon or contiguous to such property; to care for, plant and re-plant trees, shrubs and other plants on streets, parks, parkways, playgrounds, easements and upon any property over which it may have control of jurisdiction; to construct, improve, purchase and/or maintain sewer systems, storm water sewers water lines and facilities and drains upon its easements and properties; to provide for the collection and disposition of street sweepings, ashes, garbage, rubbish and the like and to make and collect charges therefore; insofar as it can legally do so, to grant franchises, rights of way and easements for public utilities and other purposes upon, over and/or under any property subject to the jurisdiction of the corporation; in respect to streets, roads, alleys, walks, easements and/or rights of way owned or held by the corporation, to exercise such control as the corporation may deem desirable and to issue permits when necessary; and to erect, care for, and maintain adequate signs for marking streets, parks and other property.

(c) To approve or disapprove as and to the extent provided in any restrictions or contractual agreement covering property subject to the jurisdiction of the corporation, plans and specifications and plot plans for the erection, construction, maintenance and/or alteration of buildings, dwellings, fences, sidewalks, walks, drives,

tents, poles, privies, cesspools and other structures and excavations upon property subject to the jurisdiction of the corporation, and also, as and to the extent provided in said restrictions and/or contractual agreements, grading plans and plans for landscaping, planting and shrubbery upon any property subject to the jurisdiction of this corporation; to regulate and/or prohibit the erection, posting, pasting and displaying upon any part of the property subject to the jurisdiction of the corporation of all billboards and/or signs of all kinds and character and to remove and/or destroy all signs placed, erected or maintained upon said property without proper authority; all subject however to the restrictions, conditions and covenants which may affect the property subject to this corporation's jurisdiction.

- (d) To fix, establish, levy and collect annually or otherwise charges and/or assessment upon each and every building site, lot or parcel and the improvements thereon embraced within the property subject to the jurisdiction of this corporation in accordance with the restrictions, conditions and covenants affecting said property; provided that the amount of each such charge or assessment shall be determined as provided in said restrictions, conditions and covenants by the board of directors of this corporation.
- (e) To exercise such powers of enforcement, control, interpretation, modification and cancellation of covenants, conditions, restrictions, reservations, liens and/or charges imposed upon any property over which the corporation has jurisdiction which now are or hereafter may be vested in, delegated to, or assigned to the corporation, and to pay all expenses on behalf of itself and/or person owning any building site, lot or parcel subject to its jurisdiction or in the name of and on behalf and as the agent of

any owner of any such building site, lot or parcel, actions and suits to restrain and enjoin the breach or threatened breach of any covenants, conditions, or restrictions and/or to enforce each and every restriction, condition, covenant, preservation, lien or charge affecting property subject to the jurisdiction of the corporation, and to pay the expenses therefor.

- (f) To expend the moneys collected by this corporation from such charges and assessments and other sums received for the payment and discharge of costs, expenses and obligations incurred by it in carrying out any and all of the purposes for which this corporation is formed; to pay taxes and assessments which may be levied by any public authority upon property owned by the corporation or under its jurisdiction.
- (g) To provide, insofar as it may lawfully do so, for community fire and/or public protection, for the protection of all or any part of the property under the jurisdiction of the corporation and/or the owners and residents thereof, and to do and perform any and all acts which may be necessary or proper for the peace, health, comfort, safety and/or general welfare of the owners of property subject to the jurisdiction of the corporation.
- (h) To approve or disapprove all subdivision or resubdivisions of or readjustments of building sites on any property from time to time to the extent and in the manner provided by restrictions, covenants and conditions pertaining to said property.
- (i) To remove, clean up and/or burn grass and weeds and to remove any unsightly or obnoxious things from any building site, lot or parcel under its jurisdiction and to take such action with reference to such building sites, lots and parcels as may be necessary

or desirable to keep the property neat and in good order.

- (j) To enter into agreements, contracts and arrangements with any owner of a building site, lot or parcel under the jurisdiction of this corporation for construction or repair work planting or replanting, care, cleaning, protecting, maintaining or the rendering of special services generally in connection with such building site, lot or parcel and/or the improvements thereon.
- (k) To inspect and supervise the construction of buildings and structures upon any property subject to the jurisdiction of the corporation to the extent and in accordance with the powers and rights conferred upon it by virtue of restrictions or contractual agreements which now are or hereafter may be established; to provide by regulations for the making and collecting of charges and costs for the issuance of certificates, the making of inspections, the supervision of construction and like matters.
- (l) To act as trustee under any trust or endowment incidental to the principal objects of the corporation and in connection therewith to receive, hold administer and expend funds and real and personal property of every kind and character whatsoever subject to such trust or endowment.
- (m) To establish, maintain and operate such departments, boards and committees as may be provided for in the by-laws of the corporation, with such powers and authority as said by-laws may provide, and to make funds of the corporation available for the use of such departments, boards, and committees; to employ a manager, secretaries, engineers, auditors, legal counsel, technical consultants, or any other employees or assistants provided for by the by-laws of the corporation or authorized by its board of directors; to pay all expenses

necessary or incidental to the conduct and carrying on of the business of the corporation; to keep records of all matters pertaining to the operation of the business or affairs of the corporation, including records of certificates of completion and compliance, approvals or disapproval, charges, levies and assessments, financial affairs of the corporation and all other pertinent matters; and to publish reports and bulletins of the affairs of the corporation from time to time and to issue certified copies of its records and documents and to make and collect a charge therefor.

- (n) To enter into, make, perform and carry out contracts of every kind and character which may be necessary or convenient for the business of this corporation with any person or persons, partnership, firm, association, business syndicate, corporation private, public or municipal, any body politic, any state, county or municipality of the United States, or with the government of the United States or any department, branch, board, commission or contracting authority thereof of any body politic or governing authority.
- (o) To buy, lease, as lessee, or otherwise acquire, own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, construct, mortgage, convey by deed of trust, pledge and otherwise encumber, and to sell, lease as lessor and otherwise dispose of goods, wares, merchandise and personal property of every kind, nature and description.
- (p) To take, purchase, contract for, lease as lessee or otherwise acquire, own, use, hold manage, work, subdivide, improve, and develop, to invest, trade and deal in and with, sell, convey, exchange, lease as lessor, mortgage, convey by deed of trust or otherwise hypothecate or dispose of real estate, real property, improvements thereon

and any interest, estate or right therein and to erect, construct, rebuild, alter, improve, repair and maintain buildings, structures and improvements of every kind, character and description thereon.

- (q) To borrow or raise moneys for any of the purposes of this corporation, and, from time to time, to issue bonds, debentures, notes or other obligations, secured or unsecured, of this corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objects or purposes of this corporation or in connection with its businesses; to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges to be acquired, and to pledge, sell or otherwise dispose of any and all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

- (r) To acquire by purchase, exchange, subscription or otherwise, and to receive, mortgage, convey by deed of trust, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of stock of, or voting trust certificates or other certificates for shares of the stock of, or any bonds or other securities, evidences of indebtedness or obligations created by, any other corporation of corporations organized under the laws of the State of California or of any other state, or of any country, nation or government, and to pay therefore, in whole or in part, with cash or other property or with bonds or other obligations of this corporation, and while the owner or holder of any such shares, or voting trust certificates or other certificates for shares, or bonds or other securities or evidences of indebtedness or obligation of any such other corporation or corporations, to possess and exercise in respect thereof

all the rights, powers and privileges of ownership, including the right to vote thereon and to consent in respect thereof for any and all purposes.

- (s) To carry on any other lawful activity or do anything whatsoever which the corporation may deem proper or convenient or capable of being carried on, in connection with the foregoing or otherwise, or which may be calculated directly or indirectly to promote the interests of the corporation, the community of Hidden Hills, or the residents' property over which it has jurisdiction; and to have, enjoy and exercise all of the rights, powers and privileges which are now or which may hereafter be conferred upon non-profit corporations by the laws of California, including the right to do any and all of the things hereinabove set forth, as principal and as agent, to the same extent as natural persons might or could do.
- (3) Property over which this corporation has "jurisdiction" or which is "subject to the jurisdiction" of this corporation, as those terms are used in these articles of incorporation, shall be property and lands made subject to restrictions, covenants and conditions by all Declarations of Protective Restrictions, Deed Restrictions, or Agreements, either directly, by assignment, or otherwise, vesting in this corporation, or in either of its predecessor constituent corporations, Hidden Hills Community Association and Round Meadow Homes Association, specific powers and authority in connection with the lands and property covered thereby and approved either by this corporation or either of said predecessor constituent corporations and heretofore or hereafter recorded in the office of the County Recorder of the County in which said lands and property are situated. Nothing herein contained shall be deemed to limit the power of this corporation to exercise any right or to otherwise deal with any property however acquired by it or its predecessor constituent

corporations, except paragraph (1) of this Article THIRD.

FOURTH: The principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles, State of California.

FIFTH: The number of directors of this corporation shall be seven, which number shall constitute the authorized number of directors until changed by amendment of these articles or by a by-law adopted by the members; and the names and addresses of the persons who are appointed to act as the first directors of this corporation are as follows:

NAME	ADDRESS
Rex A. McKittrick	5311 Scott Robertson Road Hidden Hills, California
Charles A. Pratt	5885 Fitzpatrick Road Hidden Hills, California
John R. Chapman	24924 Jim Bridger Road Hidden Hills, California
Francis E. Smith	24910 John Fremont Road Hidden Hills, California
Robert Gordon	23973 Long Valley Road Hidden Hills, California
Robert Ciani	24748 Long Valley Road Hidden Hills, California
H. Brian Herdeg, M.D.	24530 Deep Well Road Hidden Hills, California

SIXTH:

- (a) The corporation shall have one class of members whose rights and interests shall be equal, excepting as to voting rights as provided in this Article SIXTH, and the total number of members which this corporation shall be authorized to have shall be three thousand (3,000).
- (b) Each owner of record in the office of the County Recorder of the pertinent county or counties of

the legal and/or equitable title to a lot or parcel of land which is subject to the restrictions, covenants and conditions referred to in the last paragraph of Article THIRD of these article of incorporation and which is of itself a building site as established and defined by said restrictions, covenants and conditions, shall be entitled to be and shall be a member of this corporation, during and for the period that such person remains such owner, provided and excepting that:

- (1) The ownership of title to any building site or of any interest therein, either legal or equitable, held as security for the payment or performance of an obligation or act shall not entitle a person to membership in this corporation.
- (2) A purchaser and not the seller under a contract of sale covering a building site the ownership of which would entitle a person to membership herein, shall be entitled to membership by reason of such ownership so long as such contract is in effect if such contract is recorded in the office of said County Recorder.
- (3) In the event legal title to a building site which would entitle one to membership in this corporation is shown of record in a different person than equitable title to such building site in the office of the County Recorder, the owner of record of legal title shall be entitled to membership in this corporation, subject however to the foregoing subportions (1) and (2) of this subparagraph (b) provided that not more than one membership shall be issued to any one person; and further provided that in the event a person is the owner of a building site together with any other person or persons in joint tenancy, tenancy in common or in any other undivided interest, or there is more than one purchaser under a contract of sale covering a building site, not more than one membership shall be issued based

upon such building site or contract of sale (as the case may be) shall be entitled to be a member based upon or by reason of such building site or contract of sale and such membership shall, subject to the foregoing, be issued as provided in the by-laws of this corporation.

- (c) Subject to the limitation that there shall not be more than one vote per building site, a member of this corporation shall be entitled to a vote or votes as such members as follows: (1) One such vote for each building site of which such member then as such ownership as would qualify and entitle such member to membership in this corporation, and (2) one such vote for each building site of which such member is such then owner in joint tenancy, tenancy in common or other undivided interest as would qualify such member to membership in this corporation, if by reason of such ownership such member would be entitled to the issuance to such member of such membership under these articles of incorporation and/or the by-laws of this corporation, and (3) one such vote for each contract of sale then held by a member as purchaser as would then qualify and entitle such member to membership in this corporation, and (4) one such vote for each contract of sale then held by such member together with other purchasers thereunder as would qualify such member to membership in this corporation, if by reason of such holdings such member would be entitled to the issuance to such member of such membership under these articles of incorporation and/or the by-laws of this corporation; provided that since not more than one membership shall be issued to any one person, the aforesaid voting rights of the respective members shall be calculated on the basis of the rights which each such member would have to become a member in the corporation if he was not then already such a member.
- (d) The members of this corporation shall not, nor shall any of them be charged or assessed or be liable for any dues or assessments levied against members or any of them or any membership in this

corporation and no fees for admission to membership in this corporation or fees for transfer of any membership in this corporation shall be charged or assessed; provided that lands and improvements covered by said restrictions, covenants and conditions referred to in said last paragraph of said Article THIRD hereof shall be subject to maintenance and improvement charges and assessments as and to the extent provided for in said restrictions, covenants and conditions.

- (e) The term "person" as used in these articles of incorporation shall include a corporation as well as an individual.

SEVENTH: This corporation has no capital stock and is not formed for profit, and is a corporation which does not contemplate the distribution of accumulations, gains, profits or dividends to the members thereof and is a corporation no part of accumulations, gains or profits of which shall be paid or inure to the benefit of any private member or individual, and no part of the activities of this corporation shall consist of carrying on of propaganda or otherwise to influence legislation. In the event this corporation has net earnings, such net earnings shall be devoted exclusively to charitable or recreational purposes.

EIGHTH: The assets of this corporation are irrevocably dedicated to the promotion of social welfare, including community and civic welfare and interest and upon the liquidation, dissolution or abandonment of this corporation none of such property shall inure to the benefit of any private person, but shall be distributed to a fund or funds, foundation or foundations, or corporation or corporations organized and operated for the purpose of promoting social welfare, including aiding and developing community and civic welfare and interest, within the limits of the County of Los Angeles, State of California, or within such limits and elsewhere.

(End of Articles of Incorporation)

A427785

ENDORSED
FILED

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

JAN 11 1993

MURCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
HIDDEN HILLS COMMUNITY ASSOCIATION

Earl M. Fisher and Fay Iudicello certify that:

1. They are the president and secretary, respectively, of Hidden Hills Community Association, a California corporation and desire to amend the articles of incorporation, as prescribed by Sections 5810 et. Seq. of the Nonprofit Public Benefit Corporation Law of the State of California.

2. The following amendment to the articles of incorporation of the corporation has been duly approved by the board of directors of the corporation:

"Article Sixth of the Articles of Incorporation shall be amended by adding the following provision as subparagraph (b)(4) of Article Sixth:

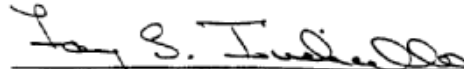
No person may become a member of the Association or otherwise enjoy the advantages and benefits that accrue to members of the Association through mere ownership of such lot or parcel which is of itself a building site if any assessments which were properly levied by the Association against a former owner of such lot or parcel shall be unpaid at the time of such person's purchase or other acquisition of such lot or parcel. Upon payment in full of all such assessments together with any late charges and interest thereon, such person shall become a member of the Association if such person is otherwise qualified therefore under the provisions of these Articles. The payment of such assessment together with late charges and interest thereon is not and shall not be deemed a fee for admission to membership in this corporation."

3. The amendment was duly approved by the required vote of members in accordance with section 5814 of the California Corporations Code. The total number of members

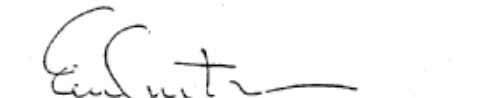
entitled to vote with respect to the amendment was 333, the favorable vote of a majority of such shares is required to approve the amendment, and the number of such shares voting in favor of the amendment equaled or exceeded the required vote.

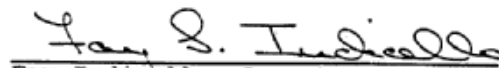
Dated: Nov. 30, 1992


Earl M. Fisher, President

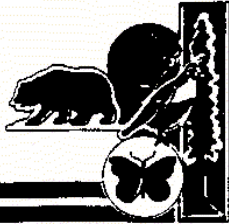

Fay Iudicello, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the above certificate are true and correct. Executed on November 30, 1992, in the City of Hidden Hills, County of Los Angeles, State of California.


Earl M. Fisher, President


Fay Iudicello, Secretary

A427785



State
of
California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate 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

JAN 28 1993



March Fong Eu

Secretary of State