

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**ARTICLES OF INCORPORATION
OF
SHADY CANYON COMMUNITY ASSOCIATION**

JAN 18 2001

BILL JONES, Secretary of State

ARTICLE I

NAME

1.1 The name of this corporation is SHADY CANYON COMMUNITY ASSOCIATION.

ARTICLE II

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 for which a corporation may be organized under such law.

2.2 The specific purpose of this corporation is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1954, as amended, and of Section 23701(t) of the California Revenue and Taxation Code, as amended. The corporation will manage a common interest development under the Davis-Stirling Common Interest Development Act, namely that certain residential planned development commonly known as "Shady Canyon," located in the City of Irvine, County of Orange, State of California, (the "Community").

2.3 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 purpose of this corporation.

2.4 The corporation may also exercise the powers granted to a nonprofit, mutual benefit corporation enumerated in Section

7140 of the California Corporations Code, as the 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, as the same may be amended, from time to time.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

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

Daniel Hedigan
c/o Irvine Community Development Company
550 Newport Center Drive
Newport Beach, CA 92660

ARTICLE IV

LOCATION OF CORPORATE OFFICE

4.1 The initial business office of the corporation is located at:

Shady Canyon Community Association
c/o Irvine Community Development Company
550 Newport Center Drive
Newport Beach, CA 92660

The Community is located at the intersection of Shady Canyon Drive and Sunnyhill, in the City of Irvine, County of Orange, 92603-0000. The Project currently does not have an onsite mailing address.

ARTICLE V

INITIAL MANAGING AGENT

5.1 The name and address of the corporation's initial managing agent is:

