



BREA GLENBROOK CLUB

ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of the Corporation (hereinafter called the "Association") is BREA GLENBROOK CLUB.

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is fixed and located in the County of Orange, State of California.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain property described in Exhibit "A" attached hereto and made a part hereof (hereinafter referred to as the "Properties"), and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may come within the jurisdiction of this Association, and for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth herein;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the consent of two thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by the Secretary of the Association certifying that such dedication, sale or transfer has been approved by the vote or written consent of at least two-thirds (2/3) of each class members;

(f) To the extent provided by law, participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the approval by vote or written consent of at least two-thirds (2/3) of each class of members;

(g) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the General Non-profit Corporation Law of the State of California by law may now or hereafter have or exercise.

Notwithstanding any of the above statements of purposes and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Association, and the Association shall not:

- (1) Advocate the election or defeat of any candidate for public office.
- (2) Participate or intervene directly or indirectly on any political campaign
- (3) Advocate the adoption or rejection of any legislation save incidentally, if such may effect its overall purposes.
- (4) Discriminate in its activities among individuals, organizations, institutions, firms, associations or corporations on the basis of race, religion, region or country of national origin.

ARTICLE IV

MEMBERSHIP

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders. (All residential property owners of property located in the Properties, shall be qualified to be voting members of this Association, so long as they are in good standing as set forth in the By-Laws.)

(The term "residential property owner" shall mean every person or entity who is the record owner of a fee or undivided fee interest in any lot within the Properties, including contract sellers. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association in accordance with its By-Laws. Ownership of such Lot shall be the sole qualification for membership. Said memberships shall number approximately Five Hundred (500).)

ARTICLE V
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all those residential property owners, as defined in ARTICLE IV, with the exception of the Developer. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by ARTICLE IV. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Developer. The term "Developer" shall mean Strathaven Estates, a California corporation, or its successors in interest as to any Lot acquired for the purpose of resale. The Class B member(s) shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by ARTICLE IV. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On January 1, 1974.

If either Class does not approve an action requiring class votes, then such action shall not be approved.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) directors, who need not be members of the Association, unless otherwise authorized by law. The number of Directors may be changed by amendment of the By-Laws of the Association but in no event shall there be less than five (5) members of the Board. The names and addresses of the persons who are to act in the capacity of Directors until the selection of the successors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Harry E. Nagel</u>	<u>1881 E. Hillhaven Dr., Brea 92621</u>
<u>Donald Jakwerth</u>	<u>318 S. Plum Ave., Brea 92621</u>
<u>Donald DeBoer</u>	<u>1664 E. Chevy Chase, Brea 92621</u>
<u>Carolee Haskin</u>	<u>2009 E. Devonshire Dr., Brea 92621</u>
<u>H. Don Howell</u>	<u>22021 Susan Lane, Huntington Beach 92646</u>
<u>Robert J. Briggs</u>	<u>3000 Broad Street, Newport Beach 92660</u>
<u>Eugene R. Fuller</u>	<u>22615 Cerise Ave., Torrance 90505</u>
<u>Raymond O. Vincenti</u>	<u>425 Via Lido Nord, Newport Beach 92663</u>
<u>Doris S. Wilson</u>	<u>1305 Bounty Way, Laguna Beach 92651</u>

At the first annual meeting following the adoption hereof, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years.

ARTICLE VII

DISSOLUTION

The Association may elect to wind up and be dissolved upon the vote or written consent of fifty percent (50%) or more of the voting power. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be distributed to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event shall any corporate assets inure to the benefit of any person or individual or any member or directors of this corporation.

ARTICLE IX

NON-PROFIT LAWS

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California. This corporation on not organized and shall not be operated for profit. This corporation does not contemplate pecuniary gain or profit to the members thereof, and the funds of this corporation, regardless of the source thereof, shall be used exclusively in the promotion of the business and purposes of the corporation in such manner as the Board of Directors may from time to time determine. No part of the net earnings, if any, of this corporation shall be distributed to or inure to the benefit of any of its members or to the benefit of any private individual.

ARTICLE IX

DURATION

The corporation shall exist perpetually

ARTICLE X

AMENDMENTS

Amendments to these Articles shall require adoption by vote or written consent of seventy-five (75%) percent of the entire membership.

FILED
In the office of the Secretary of State
of the State of California
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
By DAVID M. WEETMAN
Deputy
MAR 16 1971

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

EDMUND G. BROWN Jr., Secretary of State
By DAVID M. WEETMAN
Deputy

H. DON HOWELL and DORIS S. WILSON certify:

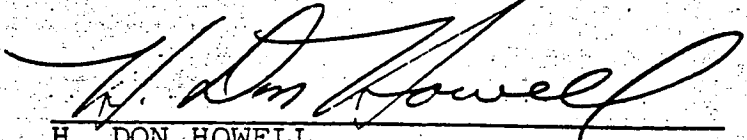
1. That they are the president and the secretary, respectively, of BREA GLENBROOK CLUB, a California corporation.


2. That at a meeting of the board of directors of said corporation, duly held at Brea, California, on March 4, 1971, the following resolution was adopted:

"RESOLVED, that Articles FIRST, SECOND, THIRD, FOURTH, FIFTH, SIXTH, SEVENTH, EIGHTH, NINTH and TENTH of the Articles of Incorporation of this corporation are hereby deleted and hereby amended to read as set forth on Exhibit "A" attached hereto and made a part hereof."

3. That at a meeting of the members of said corporation, duly held at Brea, California, on February 4, 1971, a resolution was adopted, which resolution is identical in form to the directors' resolution set forth in paragraph 2 above.

4. That the total number of members entitled to vote on or consent to said amendment is 499, and that the total number of members constituting a quorum is 375, and that the total number of members voting in favor of the resolution was 390.


H. DON HOWELL


DORIS S. WILSON

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, **EDMUND G. BROWN JR.**, 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

MAR 16 1971



Edmund G. Brown Jr.
Secretary of State