

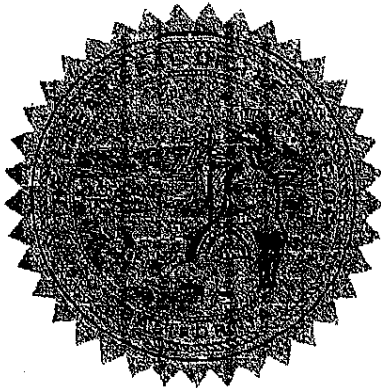
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

JUN 7 - 1999



Bill Jones
Secretary of State

ARTICLES OF INCORPORATION
OF
RIO BRAVO COMMUNITY ASSOCIATION

ARTICLE ONE - NAME

The name of this Association is RIO BRAVO COMMUNITY ASSOCIATION (the "Association").

ARTICLE TWO - PURPOSES OF THE ASSOCIATION

(a) This Association is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Association is to engage in any lawful act or activity for which a corporation may be organized under such law.

(b) This Association does not contemplate pecuniary gain or profit to its Members. The specific purpose of this Association is to provide for management, administration, maintenance, preservation and architectural control of the Separate Interests and Common Area within the real property (the "Project") situated in the City of Bakersfield, County of Kern, State of California, commonly known as the Rio Bravo Community, and to promote the health, safety and welfare of all residents within the Project and such additions thereto as may hereafter be brought within the jurisdiction of the Association for those purposes, all according to that certain Declaration of Covenants, Conditions and Restrictions of Rio Bravo Community Association (the "Declaration") recorded or to be recorded with respect to the Project in the Official Records of the County of Kern, State of California.

ARTICLE THREE - LIMIT ON POWERS

Notwithstanding any statement herein to the contrary, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this Association. This Association is intended to qualify as a homeowners association under the applicable provisions of Section 528 of the United States Internal Revenue Code ("IRC") and of Section 23701t of the Revenue and Taxation Code of the State of California ("R&TC"), as each may be amended from time to time. No part of the net earnings of this Association shall inure to the benefit of any private individual except as expressly provided in IRC Section 528 and R&TC Section 23701t with respect to the acquisition, construction or provision for management, maintenance and care of the Project, other than by a rebate of excess Assessments (as such term is defined in the Declaration).

ARTICLE FOUR - COMMON INTEREST DEVELOPMENT

(a) This Association is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

(b) The address of the business or corporate office of this Association is 15200 Casa Club Drive, Bakersfield, California 93306. This office is on site.

ARTICLE FIVE - MANAGING AGENT

The name and address of this Association's managing agent is Rio Bravo Properties, Inc., 15200 Casa Club Drive, Bakersfield, California 93306

ARTICLE SIX - GOVERNANCE

The rights of Members, number of Members, manner of election of the Directors and all other matters concerning the operations and governance of this Association shall be as set forth in the Bylaws and the Declaration.

ARTICLE SEVEN - AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of this Association's initial agent for service of process is:

Donald H. Jones, Esquire
Jones, Kaufman & Ackerman LLP
10960 Wilshire Boulevard, Suite 1225
Los Angeles, California 90024

ARTICLE EIGHT - DISSOLUTION

In the event of the dissolution, liquidation or winding up of this Association upon or after termination of the Declaration, in accordance with its provisions, any assets remaining after payment or provision for payment of this Association's debts and liabilities shall be divided among and distributed to its Members in accordance with their respective rights thereto, as set forth in the Declaration.

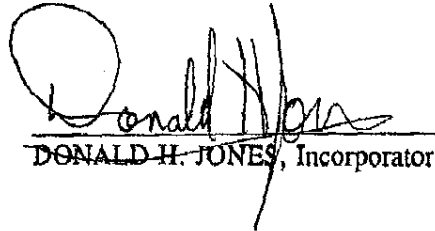
ARTICLE NINE - AMENDMENTS

Until such time as the Declaration is recorded in the Official Records of Kern County, California, these Articles of Incorporation may be amended by the Incorporator. Thereafter, amendments to these Articles of Incorporation shall require the following affirmative vote or written consent:

- (a) Fifty-one percent (51%) of all Directors; and

- (b) (i) So long as a two-class voting structure is in effect, fifty-one percent (51%) of the total voting power of each class of Members; or

- (ii) At such time as a one-class voting structure is in effect, fifty-one percent (51%) of the total voting power of all Members and fifty-one percent (51%) of the total voting power of all Members other than the Declarant.



DONALD H. JONES, Incorporator

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