

2830576

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

MAY 14 2006

BRUCE McPHERSON
Secretary of State

MAR 14 2006

**ARTICLES OF INCORPORATION
OF
PORTOLA SPRINGS COMMUNITY ASSOCIATION**

ARTICLE I

NAME

1.1 The name of this corporation is PORTOLA SPRINGS 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, other than credit union business, for which a corporation may be organized under such law.

2.2 The corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act, namely that certain residential master planned community commonly known as "Portola Springs," located in the City of Irvine, County of Orange, State of California (the "Community").

2.3 The specific purpose of this association is to act as a homeowners association within the meaning of Section 528 of the Internal Revenue Code, as amended, and of Section 23701(t) of the California Revenue and Taxation Code, as amended.

2.4 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.

ARTICLE III

AGENT FOR SERVICE OF PROCESS

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

Mary Westbrook
c/o Irvine Community Development Company LLC
550 Newport Center Drive
Newport Beach, CA 92658-6370

ARTICLE IV

LOCATION OF CORPORATE OFFICE

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

Portola Springs Community Association
c/o Irvine Community Development Company
550 Newport Center Drive
Newport Beach, CA 92658-6370

The Community is located at the intersection of Portola Parkway and Eastern Transportation Corridor 133, in the City of Irvine, County of Orange, 92602-0000. The Project does not currently have an onsite mailing address.

ARTICLE V

INITIAL MANAGING AGENT

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

Keystone Pacific Property Management Company
16845 Von Karman, Suite 200
Irvine, CA 92606-4920

ARTICLE VI
AMENDMENTS

6.1 So long as the two-class voting structure provided for in the By-Laws shall remain in effect, these Articles may be amended only by the vote or written assent of fifty-one percent (51%) of the members of the Board of Directors and fifty-one percent (51%) of each class of Members. At such time as the Class B membership shall cease and be converted to Class A membership, as set forth in the By-Laws, amendments to these Articles shall be enacted by requiring the vote or written assent of:

- (a) Fifty-one percent (51%) of the voting power of the corporation;
- (b) Fifty-one percent (51%) of the Members, other than the Declarant (as defined in the Master Declaration of Covenants, Conditions and Restrictions, and Reservation of Easements for Portola Springs recorded on the Community); and
- (c) Fifty-one percent (51%) of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, who is the incorporator of this corporation has executed these Articles of Incorporation this 10th day of March, 2006.



THOMAS E. HEGGI
Vice President

