



Cypress Village Homeowners Association
11355 Matinicus Court, Cypress, CA 90630
Phone (714) 898-2044

May 14, 2001

Dear Cypress Village Homeowner(s):

As you may know, the Articles of Incorporation of the Cypress Village Homeowners Association were recently amended by the required vote of the membership.

Enclosed herewith, please find a copy of the amendment that was filed with the Secretary of State on February 5, 2001.

Please add this insert to your Cypress Village Homeowners Association Articles of Incorporation.

Sincerely,

Cypress Village Homeowners Association
Board of Directors



SECRETARY OF STATE

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

That the attached transcript of 2 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



FEB - 7 2001

Bill Jones

Secretary of State

COPIES
ENDORSED
FILED

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

FEB 20 1973

EDMUND G. BROWN, Secretary of State
By JAMES E. HARRIS
Deputy



OF

CYPRESS VILLAGE HOMEOWNERS ASSOCIATION

ARTICLE I

The name of the corporation (hereafter called the "Association") is CYPRESS VILLAGE HOMEOWNERS ASSOCIATION.

ARTICLE II

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

ARTICLE III

This Association is organized pursuant to the General Nonprofit Corporation Law.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific

primary purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

Tract 8126, Recorded in Book 316, Pages 18-22 inclusive of Miscellaneous Maps, in the office of the County Recorder of Orange County, State of California, City of Cypress.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

In furtherance of said purposes, this Association shall have power to:

(a) perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the County Recorder, Orange County, California;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 only with the assent (by vote or written 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any merger, consolidation or such annexation shall have the assent by vote of two-

thirds (2/3) of each class of members or by the written consent of all of the members;

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

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of

voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. 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 Declarant, defined as follows, "Declarant" shall mean and refer to WOODBINE CORPORATION, A California Corp., its successors and assigns, and shall be entitled to three (3) votes for each Lot owned. 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) two years from the date of the issuance of the most recent Public Report for a phase of the overall development; or
- (c) on January 25, 1976.

ARTICLE VII
BOARD OF DIRECTORS

- Amended
Feb 05 2001

The affairs of this Association shall be managed by a Board of seven (7) Directors who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>B. E. McCune</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
<u>I. Sterman</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
<u>W. Toney</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
<u>R. Prince</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
<u>G. Dirksen</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
<u>N. Lehman</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
<u>W. Brown</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>

At the first annual meeting the members shall elect three directors for a term of two years; at the next meeting hereafter the members shall elect three directors for a term of two years; at the next meeting hereafter the members shall elect three directors for a term of three years to succeed those whose terms have expired.

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Association, the assets 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 granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE IX

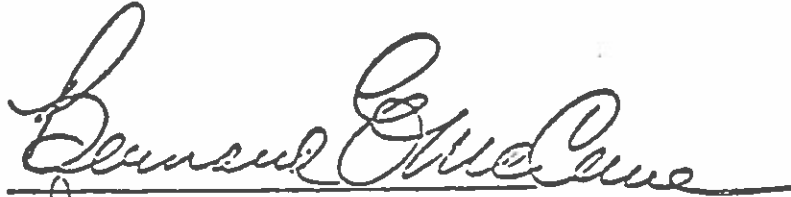
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent (by vote or written consent) of members representing 75% of more of the voting power.

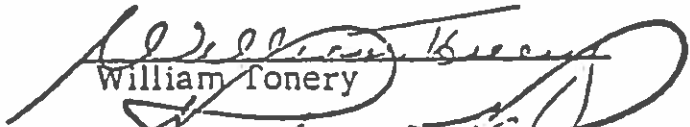
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation this 25th day of January, 1973.



Bernard E. McCune



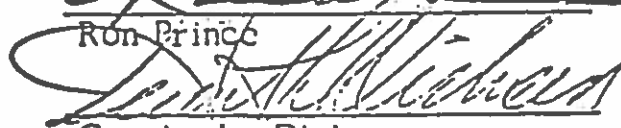
Irvin Stermen



William Tonery



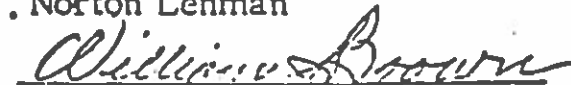
Ron Prince



Gerriet L. Dirksen



Norton Lehman

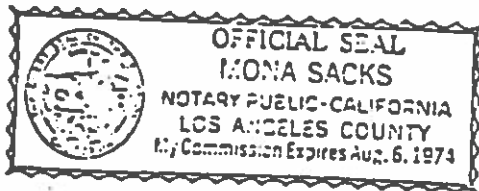


William Brown

STATE OF CALIFORNIA)
COUNTY Los Angeles ss.

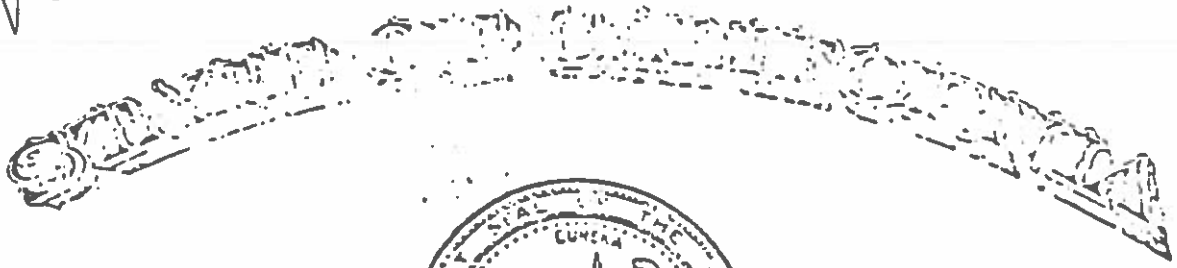
On this 1 day of February, 1973,
before me, the undersigned, personally appeared _____
Bernard E. McCune, Irwin Sterman, William Tonery,
Ron Prince, Gerriet L. Dirksen, Norton Lehman, William Brown
known to me to be the persons whose names are subscribed
to the within instrument and acknowledged to me that they
executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I hereunto set my hand
and official seal.



Mona Sacks
Notary Public in and for said
County and State

Articles



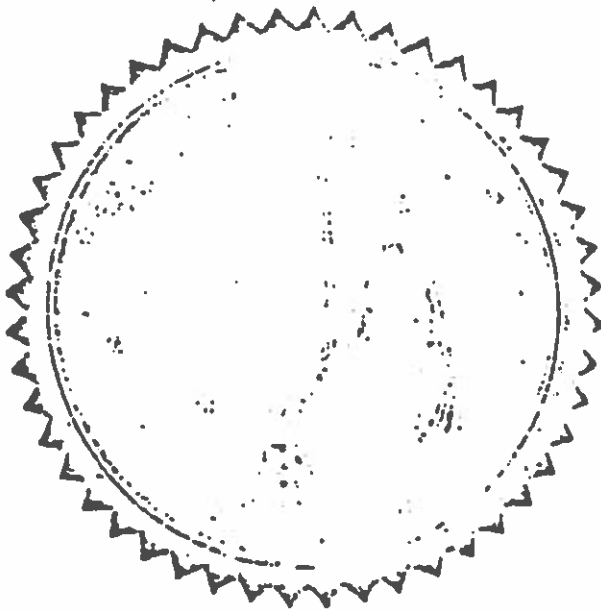
OFFICE OF THE
SECRETARY OF STATE

I, **EDMUND G. BROWN JR.**, Secretary of State of the State of California, hereby certify:

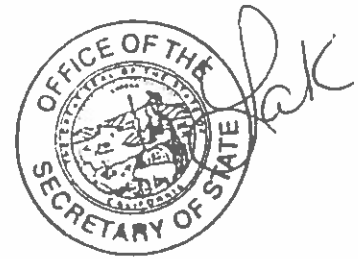
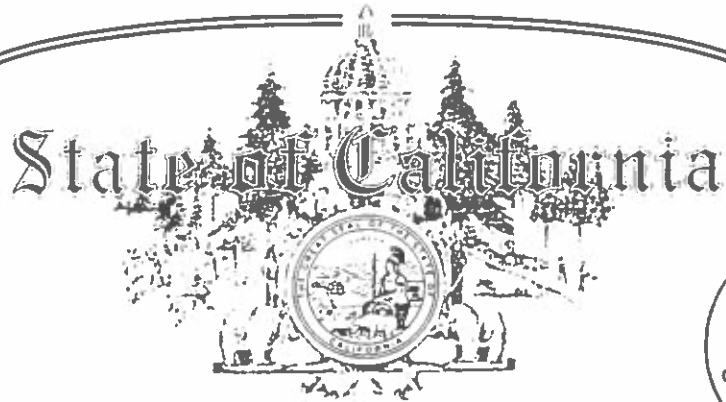
That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 22 1973



Edmund G. Brown Jr.
Secretary of State



SECRETARY OF STATE

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

That the attached transcript of 2 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

FEB - 7 2001



Bill Jones

Secretary of State

A0559858

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

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

FEB 05 2001

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of CYPRESS VILLAGE HOMEOWNERS ASSOCIATION, a California non-profit corporation.
2. Article VII of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of seven (7) Directors who are to be resident members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>B. E. McCune</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
<u>I. Sterman</u>	<u>8383 Wilshire Blvd.</u> <u>Beverly Hills, California 90211</u>
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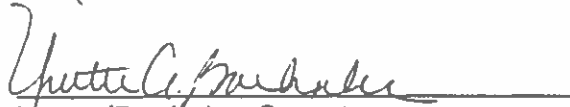
At the first annual meeting the members shall elect four directors for a term of one year, three directors for a term of two years, and at each annual meeting thereafter the members shall elect directors for a terms of two years to succeed those directors whose terms have expired.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment fo Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 1-24-, 2001


Ruth Wessels, President


Yvette Boefinke, Secretary

