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State of California



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

JUN 14 2002

Secretary of State



**ARTICLES OF INCORPORATION
OF FRANCISCO OAKS VILLAGE OWNERS**

JUN 14 2002

I

BILL JONES, Secretary of State

The name of this corporation is FRANCISCO OAKS VILLAGE OWNERS.

II

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. More specifically, the corporation will own, repair, maintain and manage common areas within the Francisco Oaks common interest development in El Dorado Hills, California; enforce the rules and regulations as adopted from time to time by the Board of Directors; and discharge such other lawful duties and responsibilities as may be required pursuant to the corporation's Bylaws and the Declaration of Covenants, Conditions and Restrictions for Francisco Oaks (the "Declaration") recorded in the Office of the Recorder of El Dorado County, State of California.

III

The name and address in this state of the corporation's initial agent for service of process are Norman C. Brown, 8601 Ranch Wood Court, Fair Oaks, California 95628.

IV

This corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act. The business office of the corporation is 8601 Ranch Wood Court, Fair Oaks, California 95628. There is no managing agent for the corporation at the time these Articles of Incorporation are being filed.

V

This corporation is intended to qualify as a Homeowners' Association under the applicable provisions of the Internal Revenue Code, and the Revenue and Taxation Code of California. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provisions for management, maintenance, and care of the corporation's property, and other than by a rebate of excess membership dues, fees, or assessments. In the event of the dissolution, liquidation, or winding up of the corporation, upon or after termination of the aforementioned real estate project in accordance with provisions of the Declaration, the corporation's assets remaining after payment, or provisions for payment, of all known debts and liabilities of the corporation shall be divided among and be distributed to the members thereof in accordance with their respective rights therein.

VI

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.

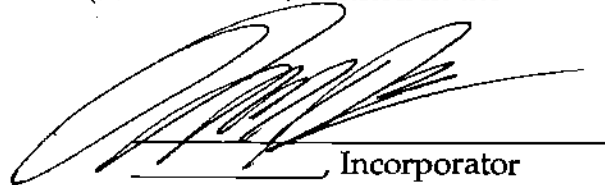
VII

The authorization number, and qualifications for membership in this corporation, the different classes of membership, the property, voting and other rights and privileges of members and their liability for dues and assessments and the methods of collection thereof, shall be as provided for in the Bylaws of this corporation and the Declaration.

VIII

Any amendment of the articles hereunder shall require the vote or consent by written ballot of (i) at least a bare majority of the Board of Directors; (ii) so long as the corporation has Class A and Class B memberships, upon the vote or written assent of at least a bare majority of each class; or (iii) after conversion of the Class B memberships to Class A memberships, upon the vote or written assent of total voting power of the corporation, including 51 percent of the voting power of members other than the Declarant (as that term is defined in the Declaration).

Dated: JUNE 14, 2002


_____, Incorporator
Norman C. Brown

