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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

NOV 17 1993

Bill Jones

Secretary of State

0516620

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
THE STATE OF CALIFORNIA

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
THE BRIDGES COMMUNITY ASSOCIATION

NOV 16 1998

BILL JONES, SECRETARY OF STATE

The undersigned certifies that:

1. She is the sole incorporator of The Bridges Community Association, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as set forth in *Exhibit "A"* attached hereto.
3. No directors were named in the original Articles of Incorporation and none have been elected.
4. The corporation has no members.

I 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 my own knowledge.

DATE: November 13, 1998

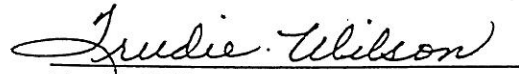

Trudie Wilson, Incorporator

EXHIBIT "A"
TO CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE BRIDGES COMMUNITY ASSOCIATION

ONE: The name of this corporation ("Corporation" herein) is **THE BRIDGES COMMUNITY ASSOCIATION**.

TWO: 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.

THREE: The Corporation's initial agent for service of process is Trudie Wilson, whose business address is 24800 Chrisanta Drive, Mission Viejo, California 92691.

FOUR: The Corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Mutual Benefit Corporation Law may now or hereafter have or exercise, provided that the 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 the Corporation, which is to manage a common interest development under the Davis-Stirling Common Interest Development Act. The Corporation does not have a corporate office. The common interest development is located at 18504 Aliso Canyon Road, in the Rancho Santa Fe unincorporated area of San Diego, California 92067-0000.

FIVE: The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws. So long as there are two classes of Membership, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Corporation, (ii) the Class C Member, and (iii) Members representing a bare majority of the voting power of the Class A Members. After termination of the Class C Membership, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Corporation, and (ii) Members representing a bare majority of the total voting power of the Membership of the Corporation.

SIX: The Corporation has no managing agent.

