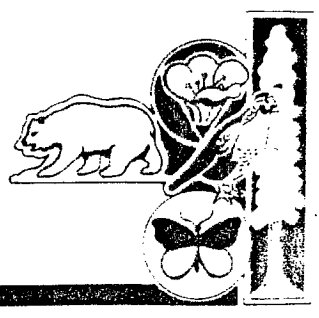


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State of California
OFFICE OF THE SECRETARY OF STATE

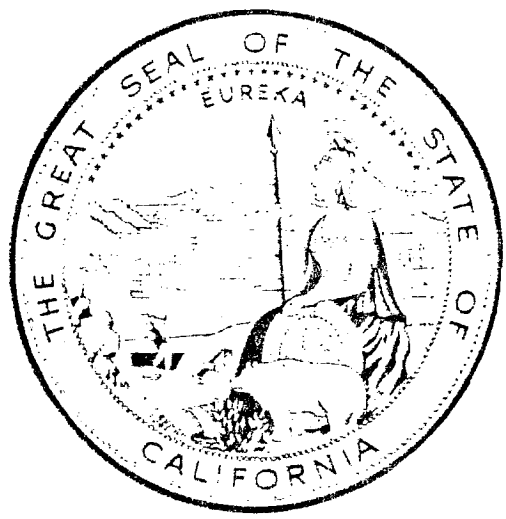
CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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 executed this certificate and affix the Great Seal of the State of California this

MAY 19 1929



March Fong Eu
Secretary of State

ARTICLES OF INCORPORATION

ENDORSED

FILED

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

MAY 15 1989

I

The name of this corporation is TPOA INCORPORATED.

MARCH FONG EU, Secretary of State

II

- A. 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 of activity for which a corporation may be organized under such law.
- B The specific purpose of this corporation is to;
- (1) Monitor the activities of Great Western Properties Inc. and or Andrew E. Stevens, its successor in rights, title or interest in the area known as TRI-PALM SUBDIVISION, located in the County of Riverside, State of California, and
 - (2) To represent the members of this Corporation in grievances with said company or person or its successors, and
 - (3) To take whatever action is necessary to enforce the Master Declaration of Restrictions and the Declaration of Restrictions of each tract, and
 - (4) To own land, to operate and maintain common areas, or any part thereof, to operate facilities for the exclusive pleasure and recreation of its members.

III

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

Russell E. Hansen
33-581 Bell Road
Thousand Palms, CA 92276

IV

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 purposes of this corporation.

ARTICLES OF INCORPORATION OF TPOA, INC.

DATED: March 16, 1989

Russell E. Hansen
(Signature of Incorporator)

Russell E. Hansen, Vice President