

: 2494102

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

JAN 14 2003

ARTICLES OF INCORPORATION
OF
ORANGECREST HILLS COMMERCIAL OWNERS ASSOCIATION

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

ONE: The name of this corporation ("*Corporation*") is
ORANGECREST HILLS COMMERCIAL OWNERS 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, other than credit union business, for which a corporation may be organized under such law.

THREE: The Corporation's initial agent for service of process is Sherry Maurer, whose business address is 181 Old Springs Road, Anaheim, California 92808.

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 near the northwest corner of the intersection of Van Buren Boulevard and Trautwein Road in the City of Riverside, California 92508.

FIVE: The classes of Membership and the voting and other rights and privileges of Members shall be as set forth in the Bylaws. 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 Members.

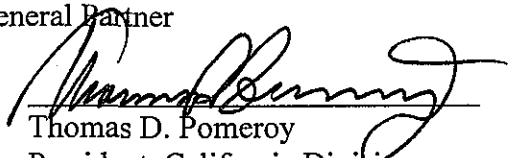
SIX: The Corporation has no managing agent.

The undersigned, who is the incorporator of the Corporation, has executed these Articles of Incorporation on January 07, 2002.

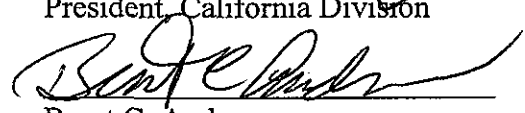
ORANGECREST HILLS, L.P., a Washington
limited partnership

By: CSW Development & Construction
Company, a Washington corporation
Its General Partner

By:


Thomas D. Pomeroy
President, California Division

By:


Brent C. Anderson
Senior Vice President Finance,
California Division