

PART II
ARTICLES OF INCORPORATION*

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* **Editor's note**--The Articles of Incorporation of the Association were recorded with the California Secretary of State on June 7, 1976. The dates of any subsequent revisions to a section are listed in a parenthetical history note following the affected provisions. The text has been printed without editorial change.

WOODBIDGE VILLAGE ASSOCIATION CODE

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ARTICLE I. NAME

That the name of this corporation shall be: Woodbridge Village Association.

ARTICLE II. PURPOSES

(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 or activity for which a corporation may be organized under such law.

(Revised 6-3-92)

(b) The specific and primary purpose for which this corporation is formed is to provide community services and facilities for the general use, benefit and welfare of the owners and/or occupants of Lots situated within that certain real property in the City of Irvine, Orange County, California, known as the Village of Woodbridge. (Revised 6-3-92)

ARTICLE III. NONPROFIT LAWS

This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof. No part of the net earnings of the corporation shall inure to the benefit of any member or individual. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, or to engage, except to an insubstantial degree, in any activities which are not in furtherance of the specific and primary purposes of this corporation.

(Revised 6-3-92)

ARTICLE IV. PRINCIPAL OFFICE

That the county in the State of California where the principal office for the transaction of the business of the corporation is located is the County of Orange.

ARTICLE V. DIRECTORS

(a) The names and addresses of the persons who are appointed as first directors of this corporation are as follows:

<i>NAME</i>	<i>ADDRESS</i>
James W. Johnson	610 Newport Center Drive Newport Beach, California 92663
Donald E. Boykin	" " " "
David B. Kuhn	" " " "
Robert L. Santos	" " " "
Michael K. Packard	" " " "
Rita Dickey	" " " "
A. May Russell	" " " "

(b) Said directors, or any directors selected prior to the first annual election of the members of this corporation, shall act as such only until said first annual election, at which time the continuance of said directors shall be determined in accordance with the Bylaws.

(c) The number of the directors of this corporation shall be seven (7) until changed by a duly adopted amendment hereto or a Bylaw, or amendment thereto, duly adopted by the members of this corporation.

ARTICLE VI. BYLAWS

The different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of each class of said membership shall be as set forth in the provisions therefore made in the Bylaws of this corporation. The provisions for the elections and the term of office of the Board of Directors, and for the adoption, approval and use by this corporation of membership certificates setting forth thereon the rights and privileges of said members, shall also be as set forth in the Bylaws of this corporation.

ARTICLE VII. DISSOLUTION

Upon dissolution of this corporation, the net assets, remaining after satisfaction of all just debts and obligations of the corporation, shall not inure to the benefit of the members of the corporation, but shall be distributed to any other nonprofit corporation organized for purposes similar to this corporation and that has established its tax exempt status under U.S. Internal Revenue Code Section 501(c)(4), or to a city, county or other public agency with the intent of carrying out the purposes of this corporation.

(Revised 6-3-92)

ARTICLE VIII. AMENDMENT OF ARTICLES

Any provision contained in these Articles of Incorporation may be amended, altered, changed or repealed by the vote or written assent of not less than sixty-six and two-thirds percent ($66 \frac{2}{3} \%$) of the voting power of the corporation, and all rights and powers conferred herein on members, directors and officers are subject to this reserved power.

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