

ARTICLES OF INCORPORATION OF SILVERWOOD MASTER ASSOCIATION

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-FILED-

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The name of this corporation is Silverwood Master Association ("Master Association").

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- 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, other than credit union business, for which a corporation may be organized under such law.
- B. This corporation is organized and intended to operate exclusively as an owners association and it shall have and exercise any and all powers, rights and privileges which a corporation organized under the California Nonprofit Mutual Benefit Corporation Law may now or hereafter exercise, provided that the Master Association 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 Master Association, which is to help ensure the continued and efficient operation of that certain property situated in the City of Hesperia, County of San Bernardino, California, commonly known as Silverwood ("Community"), subject to the provisions of the recorded or to be recorded Master Declaration of Covenants, Conditions and Restrictions and Establishment of Easements of Silverwood applicable to the development ("Master Declaration"), and the Master Bylaws of the Master Association.

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The initial business and mailing address of the Master Association is: 17750-1/2 Ranchero Road, Hesperia, CA 92345. The nearest front and side streets of the Community are Ranchero Road and Arrowhead Lake Road. The postal ZIP Code of the Community is 92345-0000.

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These Articles of Incorporation may be amended only by the affirmative vote or written consent of a majority of the board of directors of this Master Association and the affirmative vote, in person or by proxy, or written consent of members representing a majority of the voting power of the Master Association members which shall include a majority of the votes of members other than the Declarant under the Master Declaration. The vote on a proposed amendment to these Articles of Incorporation shall be held by secret written ballot in accordance with the rules adopted by the board of directors of this Master Association pursuant thereto.

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The personal liability of the directors of the Master Association for debts, liabilities or obligations relating to the Master Association shall be eliminated to the fullest extent permissible under California law.

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The authorized number of members, qualifications of members, classes of membership, along with the voting and other rights and privileges of members shall be as set forth in the Master Association's Bylaws.

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The name and address of the Master Association's initial agent for service of process are: Mary S. Alexander, 17750-1/2 Ranchero Road, Hesperia, CA 92345.

VIII

The Master Association has no managing agent as of the date of filing of the Articles of Incorporation.

Mary S. Alexander, Incorporator