
85-007576

EXHIBIT "A"

ARTICLES OF INCORPORATION OF THE ASSOCIATION

2581S/JRS/0392S/16169
dnl/03-12-84

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ARTICLES OF INCORPORATION
OF
DANA BY THE SEA HOMEOWNERS ASSOCIATION

ONE: The name of this corporation ("Association" herein) is DANA BY THE SEA HOMEOWNERS 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 Association's initial agent for service of process is Earl Welk, whose business address is 7400 Center Avenue, Suite 200, Huntington Beach, California 92647.

FOUR: The Association 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 Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the following purposes of the Association:

(a) To bring about civic betterments and social improvements by providing for the preservation, management, maintenance and care of the architecture and appearance of a residential condominium project known as Dana by the Sea ("Project"), located in the unincorporated Dana Point area of the County of Orange, State of California.

(b) To promote the common good, health, safety and general welfare of all the residents within the Project.

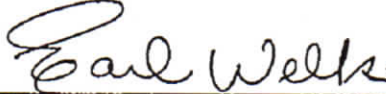
(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Dana by the Sea (the "Declaration") recorded or to be recorded with the Orange County Recorder and applicable to the Project, as such Declaration may be amended from time to time.

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

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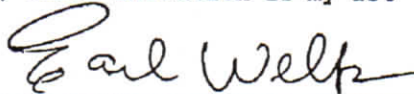
assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Association, and (ii) Members representing seventy-five percent (75%) or more of the voting power of each class of Members. After conversion of the Class B Membership to Class A Membership, amendment of these Articles of Incorporation shall require the assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Association, (ii) seventy-five percent (75%) or more of the total voting power of the Members, and (iii) Members representing seventy-five percent (75%) or more of the voting power of the Members other than the Subdivider of the Project ("Declarant").

The undersigned, who is the incorporator of the Association, has executed these Articles of Incorporation on DECEMBER 14TH, 1984



EARL WELK

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



EARL WELK