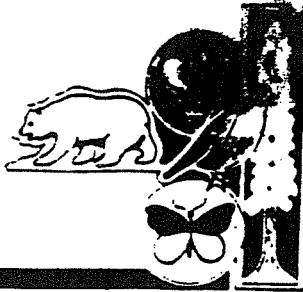


1857855



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 execute  
this certificate and affix the Great  
Seal of the State of California this

MAY 12 1993



*March Fong Eu*

Secretary of State

1 300  
ENDORSED  
FILED

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

ARTICLES OF INCORPORATION

OF

THE POINTE AT NEWPORT RIDGE ASSOCIATION MAY 1 1 1993

MARCH FONG EU, Secretary of State

ARTICLE I

NAME

The name of this corporation is The Pointe at Newport Ridge 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.

(b) The specific and primary purpose for which this corporation is formed is to provide for the acquisition, construction, management, maintenance, and care of real and personal property held by this corporation, or commonly held by the members of this corporation, or within this corporation privately held by such members, all as described in a declaration of covenants, conditions and restrictions (the "Declaration") which defines this corporation as the "Maintenance Association" in the Article thereof entitled "Definitions" and has been or will be recorded in the County of Orange by Standard Pacific Corp., a Delaware corporation.

ARTICLE III

INITIAL AGENT

The name and address of the initial agent of the corporation for service of process is Michael White, Standard Pacific Corp., 1565 W. MacArthur Boulevard, Costa Mesa, California 92626.

ARTICLE IV

AMENDMENT OF ARTICLES

The amendment, alteration or repeal of any provision contained in these Articles of Incorporation shall require both a resolution of the Board of Directors and the vote or written assent of not less than a majority 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. In addition to the foregoing, as long as there is a Class B membership as provided in the Declaration, any amendment of these Articles of Incorporation must also be approved by the vote or written assent of not less than a majority of the voting power of

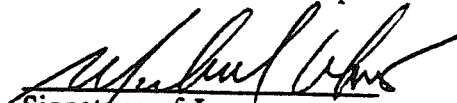
each of the Class A and Class B memberships. Once the Class B membership has been converted to Class A membership, any amendment of these Articles of Incorporation must also be approved by the vote or written assent of not less than a majority of the voting power of the Maintenance Association residing in members other than the Declarant, as such term is defined in the Declaration.

ARTICLE V

ACTIVITIES AND POWERS

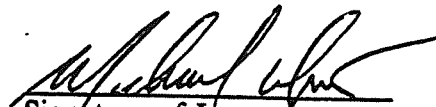
Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

DATED: 4.30.93

  
Signature of Incorporator

Michael White  
Type name of Incorporator

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

  
Signature of Incorporator