

# Articles of Incorporation

for

The Rosalena Owners' Association, Inc.

**If this document contains any restriction based on race, color, religion, sex, gender, gender identity, gender expression, sexual orientation, familial status, marital status, disability, genetic information, national origin, source of income as defined in subdivision (p) of Section 12955, or ancestry, that restriction violates state and federal fair housing laws and is void, and may be removed pursuant to Section 12956.2 of the Government Code. Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.**

1555410

ENDORSED  
FILED

in the office of the Secretary of State  
of the State of California

JUN 02 1988

MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION  
OF  
THE ROSALENA OWNERS'  
ASSOCIATION, INC.

ARTICLE 1

The name of this corporation is THE ROSALENA OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE 2

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 purposes of the Association is to (i) act as a "management body" for the preservation, maintenance, improvement and architectural control of a residential planned development project known as RosaLena of Batiquitos ("the Project") located in the City of Carlsbad, County of San Diego, State of California, (ii) promote the health, safety and welfare of all of its members and (iii) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for RosaLena of Batiquitos (the "Declaration") recorded or to be recorded in the Office of the County Recorder of San Diego County, California. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of the Association.

C. The Association may also exercise the powers granted to a nonprofit mutual benefit corporation enumerated in Section 7140 of the California Corporations Code, except as expressly limited by the Declaration, the Bylaws of the Association or these Articles of Incorporation. In addition, the Association may exercise the powers granted to an association by Section 374 of the California Code of Civil Procedure and the powers granted to an association in the Davis-Stirling Common Interest Development Act (California Civil Code Section 1350, et seq.).

ARTICLE 3

The name and address in the State of California of the corporation's initial agent for service of process are:

Donald F. Sammis  
2650 Camino del Rio North  
Suite 100  
San Diego, California 92108

ARTICLE 4

The names and addresses of the persons who are appointed to act as the first directors of the Association are:

<u>Name</u>	<u>Address</u>
Donald F. Sammis	2650 Camino del Rio North Suite 100 San Diego, California 92108
Roger D. Anderson	2650 Camino del Rio North Suite 100 San Diego, California 92108
Edward A. Mendis	2650 Camino del Rio North Suite 100 San Diego, California 92108
Fernanda Sammis	2650 Camino del Rio North Suite 100 San Diego, California 92108
Michel Barton	2650 Camino del Rio North Suite 100 San Diego, California 92108

ARTICLE 5

As used in these Articles of Incorporation, "Developer" shall mean the subdivider of the Project and any successor in interest of the subdivider.

ARTICLE 6

The classes of membership and the voting and other rights and privileges of members of the Association shall be as set forth in the Bylaws of the Association and the Declaration.

ARTICLE 7

On the dissolution or winding up of the Association, the assets of the Association remaining after payment, or provision for payment, of all debts and liabilities of the Association, shall be distributed to the members of the Association in accordance with their respective rights and interests therein.

ARTICLE 8

Amendments to these Articles of Incorporation may only be adopted by a vote of a majority of the directors of the Association and (i) by a vote or written ballot of members of the Association entitled to exercise a majority of the voting power in each of the two voting classes of the Association or (ii) upon cessation of one of the two voting classes, by a vote or written ballot of members entitled to exercise a majority of the voting power in the remaining voting class, provided that said vote or written ballot shall include a majority of the votes that can be cast by members other than Developer. Amendments shall be reflected in the book containing the original Articles of Incorporation. Upon the adoption of an amendment, the secretary of the Association shall file a certificate of amendment or restated Articles of Incorporation pursuant to California Corporations Code section 7814 or 7819, as applicable.

IN WITNESS WHEREOF, the undersigned, constituting the incorporator(s) of the Association and being the persons named hereinabove as the first directors of the Association, have executed these Articles of Incorporation this 31 day of May, 1938.



Donald F. Sammis




Roger D. Anderson



Edward A. Mendis



Fernanda Sammis



Michel Barton

I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The RosaLena Owners' Association, Inc., which execution is my act and deed.

Executed on this 31 day of May, 1988, at San Diego, California.

  
Donald F. Sammis

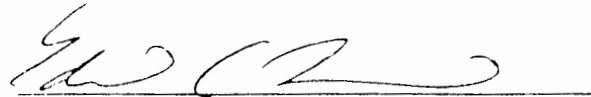
I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The RosaLena Owners' Association, Inc., which execution is my act and deed.

Executed on this 31 day of May, 1988, at San Diego, California.

  
Roger D. Anderson

I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The RosaLena Owners' Association, Inc., which execution is my act and deed.

Executed on this 31 day of May, 1988, at San Diego, California.

  
Edward A. Mendis

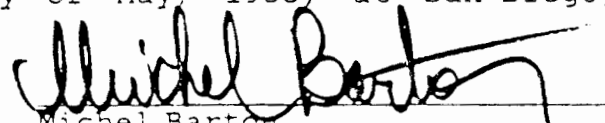
I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The RosaLena Owners' Association, Inc., which execution is my act and deed.

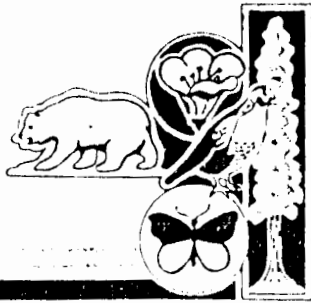
Executed on this 31 day of May, 1988, at San Diego, California.

  
Fernanda Sammis

I hereby declare that I am the person who executed the foregoing Articles of Incorporation of The RosaLena Owners' Association, Inc., which execution is my act and deed.

Executed on this 31 day of May, 1988, at San Diego, California.

  
Michel Barton



# State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUN 02 1988



*March Fong Eu*

Secretary of State

ROSALENA OWNERS' ASSOCIATION, INC.

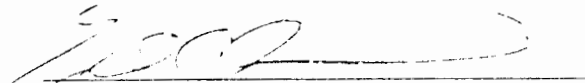
Certificate of Secretary

The undersigned, being the secretary of RosaLena Owners' Association, Inc., a California nonprofit mutual benefit corporation ("the Association"), does hereby certify that:

1. Batiquitos Bluff, a California limited partnership, is the sole Member, as of the date hereinbelow set forth, of the Association; and

2. The foregoing Bylaws, comprising 28 pages, constitute the Bylaws of the Association as duly adopted by the sole Member of the Association by written ballot dated June 3, 1988.

IN WITNESS WHEREOF, the undersigned has executed this Certification this \_\_\_\_ day of \_\_\_\_\_, 1988.



Secretary of RosaLena  
Owners' Association, Inc.



No amendment, addition, change or deletion in this Declaration of Annexation shall be deemed to affect the provisions of the Declaration as covenants running with the land or as equitable servitudes to be uniformly applicable to all portions of the Project, including those portions added thereto by annexation.

1. ANNEXATION OF ANNEXABLE PROPERTY: Therefore, Developer declares the following:

1.1 This Declaration of Annexation is issued in compliance with the Declaration.

1.2 Upon the recordation of this Declaration of Annexation in the Office of the Recorder of the County of San Diego, the annexation of the Annexable Property shall be and become accomplished and all of the incidents of the annexation of said property, as set forth in the Declaration, shall be in full force and effect.

2. APPLICATION OF DECLARATION: The terms and provisions of the covenants, conditions and restrictions of the Declaration shall apply to the Annexable Property as if it were originally covered by the Declaration as a part of the Project.

2.1 After this annexation and upon commencement of the assessments established in the Article of the Declaration entitled "Assessments" with respect to the Annexable Property, said assessments for the Project shall be reassessed with the Annexable Property being assessed for a proportionate share of the total expenses of the Association on the same basis as other property in the Project.

2.2 Assessments shall commence as to all of the Annexable Property as set forth in the Article of the

Declaration entitled "Assessments."} {follows: \_\_\_\_\_  
\_\_\_\_\_ .}

3. INTERPRETATION: Words, terms and phrases used herein and in the Declaration shall have the meaning ascribed thereto in the Declaration.

Developer has executed this Declaration of Annexation at San Diego, California, on \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_

{Acknowledgement}





WHEREAS, Developer has caused to be executed, acknowledged and recorded a Declaration of Annexation and Restrictions, recorded \_\_\_\_\_, 19\_\_\_\_, File/Page No. \_\_\_\_\_, Official Records of San Diego County, California, which describes all of the property described as:

[LEGAL DESCRIPTION OF PROPERTY TO BE DEANNEXED]

WHEREAS, \_\_\_\_\_ is the owner of the property described above.

WHEREAS, the Declaration provides that prior to the first conveyance of a Unit in the property described in said Declaration of Annexation and Restrictions, Developer has the right to record a Termination and Extinction of Declaration of Annexation and Restrictions substantially in form as set forth herein.

WHEREAS, neither Developer nor a Builder has conveyed a Unit in the property described in said Declaration of Annexation and Restrictions to a purchaser (other than a Builder).

WHEREAS, Developer desires to terminate and extinguish the effect of said Declaration of Annexation and Restrictions as set forth herein.

NOW, THEREFORE, by this Termination and Extinction of Declaration of Annexation and Restrictions, Developer hereby declares that, effective upon the recording of this instrument, the above described property, and each and every Unit therein or thereon, (i) shall not be annexed into the Project described in the Declaration and (ii) shall hereafter be held, leased, encumbered, sold and/or conveyed by the owner thereof, and each and every successor in interest of such owner, free and clear of all of the limitations, restrictions, conditions, covenants, reservations, easements and equitable servitudes set forth in the Declaration.

IN WITNESS WHEREOF, this Termination and Extinction of Declaration of Annexation and Restrictions has been executed at San Diego, California, as of the \_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_

[Acknowledgments]