

A0640734

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB - 3 2006

The undersigned certify that:

1. They are the president and the secretary, respectively, of QM HOMEOWNERS ASSOCIATION, INC. a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the Corporation (hereinafter called the "Association") is
Quail Meadows West Homeowners Association.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: January 30, 2006

Betty Schlueter, President

Betty Schlueter
William B. Pate

William B. Pate, Secretary



State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of / page(s) has been compared with the record on file in this office, 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 day of

FEB 27 2006

BRUCE McPHERSON
Secretary of State

ARTICLES OF INCORPORATION
OF
QM HOMEOWNERS ASSOCIATION, INC.

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
FEB - 1 1984
MARCH FONG BU Secretary of State
Catherine M. Guy
Deputy

ARTICLE I
NAME

The name of the corporation (hereinafter called the "Association") is QM Homeowners Association, Inc.

ARTICLE II
AGENT FOR SERVICE OF PROCESS

The name of the Association's initial agent for service of process is: John A. Woodward. The address of its initial agent is: 21535 Hawthorne Blvd., Suite 532, Torrance, California 90503.

ARTICLE III
PURPOSES OF THE CORPORATION

1. This corporation is a Nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law.
2. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.
3. The specific purpose for which this corporation is organized is to



State
of
California

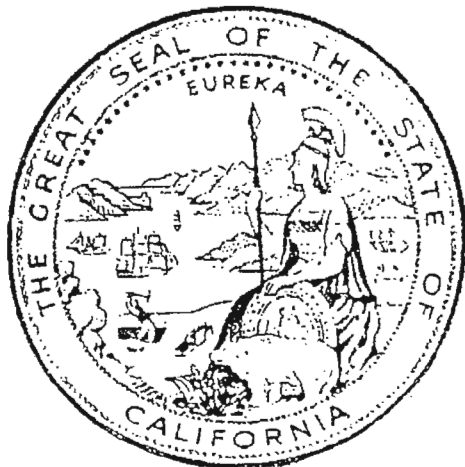
OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the 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

FEB - 1 1984



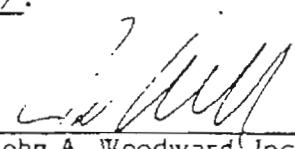
March Fong Eu

Secretary of State

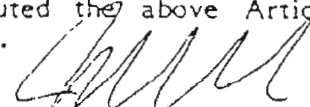
ARTICLE IV
DISSOLUTION

This Association is intended to qualify as a Homeowners' Association under the applicable provisions of the Internal Revenue Code, and of the Revenue and Taxation Code of California. No part of the net earnings of this organization shall inure to the benefit of any private individual, except as expressly provided in those Sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the Corporation property, and other than by a rebate of excess membership dues, fees, or assessments. So long as there is any unit or parcel for which the Corporation is obligated to provide management, maintenance, preservation or control, the Corporation may not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the members (California Corporations Code Section 8724). In the event of the dissolution, liquidation, or winding-up of the Corporation, upon or after termination of the project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be divided among and distributed to the members in accordance with their respective rights therein.

IT WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this day of January 20, 1984.


John A. Woodward, Incorporator

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.


John A. Woodward, Incorporator

provide for the management and operation of the planned development project known as Quail Meadows, located in the city of Santa Maria, County of Santa Barbara, California, in accordance with the terms and provisions of that instrument entitled "DECLARATION AND ESTABLISHMENT OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR QUAIL MEADOWS A PLANNED PROJECT" which Declaration will be recorded in the office of the County Recorder of said county.

4. There shall be only one (1) class of membership and each owner of a lot in the project identified in Article III (3), above, shall be deemed a member of this corporation.

5. This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for management, administration, maintenance, preservation, architectural control of the mobile home units and common areas within that certain tract of property situated in the City of Santa Maria, County of Santa Barbara, California, and to promote the health, safety and welfare of all the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for this purpose.

6. 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 purpose of this corporation.

EXHIBIT "C"

LOT (UNIT) NUMBERPROPORTIONS APPLICABLE
UNDER ARTICLE VI
AND OTHER ARTICLES

1	1/115th
2	1/115th
3	1/115th
4	1/115th
5	1/115th
6	1/115th
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109	1/115th
110	1/115th
111	1/115th
112	1/115th
113	1/115th
114	1/115th
115	1/115th
TOTAL	$115/115ths = 100\%$

State of California
County of Santa Barbara

On April 9, 1984, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JEFF J. WHITE known to me to be the President of JEFF J. WHITE INVESTMENTS, INC., the corporation that executed the within instrument and known to me to be the person who executed the within instrument on behalf of said corporation, of S/W, A GENERAL PARTNERSHIP, the partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

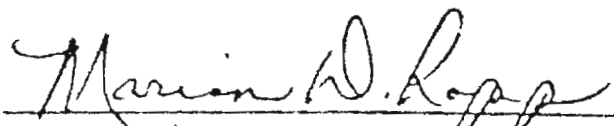

Marion D. Ropp

notary seal or stamp



State of California
County of Santa Barbara

On April 9, 1984, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MARK J. SMITH known to me to be ONE of the general partners of S/W, A GENERAL PARTNERSHIP, that executed the within instrument, and acknowledged to me that such partnership executed the same.


Marion D. Ropp

notary seal or stamp



DECLARATION OF SUBORDINATION

The undersigned, being the Beneficiary under that certain Deed of Trust dated October 24, 1983 and recorded in the Office of the Recorder of Santa Barbara County, in the State of California on December 8, 1983 as Instrument No. 83-65540, hereby consents to all of the terms and conditions of the foregoing Declaration and Establishment of Covenants, Conditions and Restrictions for Quail Meadows Homeowners Association (herein Declaration) and agrees to be bound by the same; and the undersigned agrees to and does hereby subordinate the lien or charge of said Deed of Trust to said Declaration and to all of the terms and provisions thereof and does hereby agree that said Deed of Trust is junior and subordinate to said Declaration.

Dated at Santa Maria, California this 9th day of April, 1984.

S & W, A CALIFORNIA
GENERAL PARTNERSHIP

By: Mark Smith
Mark Smith

Its
JEFF J. WHITE INVESTMENTS, INC.

By: Jeff White
Jeff White, PRESIDENT
Its

ATTEST:

By: _____
Its

--SEE JURAT ATTACHED--

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

ss.

On _____, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared _____ known to me to be _____ of the partners of the partnership that executed the within instrument, and acknowledged to me that such partnership executed the same.

WITNESS my hand and official seal.

Signature _____
Notary Public

DECLARATION OF SUBORDINATION

The undersigned, being the Beneficiary under that certain Deed of Trust dated 12-5-83 and recorded in the Office of the Recorder of Santa Barbara County, in the State of California on 12-8-83 as Instrument No. 83-65537, hereby consents to all of the terms and conditions of the foregoing Declaration and Establishment of Covenants, Conditions and Restrictions for Quail Meadows Homeowners Association (herein Declaration) and agrees to be bound by the same; and the undersigned agrees to and does hereby subordinate the lien or charge of said Deed of Trust to said Declaration and to all of the terms and provisions thereof and does hereby agree that said Deed of Trust is junior and subordinate to said Declaration.

Dated at Upland, California this 6th day of February, 1984.

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

By: Robert Acosta, Vice President

ATTEST:

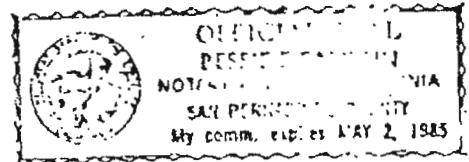
By: Its

STATE OF CALIFORNIA

STATE OF CALIFORNIA COUNTY OF San Bernardino SS. On February 6, 1984 before me, Bessie E. Sandlin, Notary Public (here insert the name & quality of the officer) personally appeared ROBERT ACOSTA

personally known to me (by personal knowledge or by personal knowledge of a reliable person) to be the person who executed the within instrument as president and or secretary or on behalf of the corporation therein named and acknowledged to me that the corporation executed it.

Signature Bessie E. Sandlin



CHICAGO TITLE Corporation

