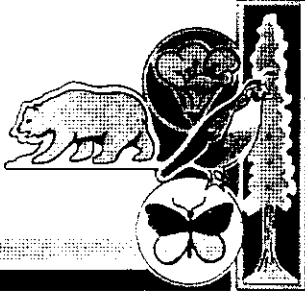


A387457



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 25 1990



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
OAK CREEK MAINTENANCE CORPORATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
MAY 25 1990
MARCH FONG EU, Secretary of State

Kimmie Evans and Eleanor Peterson certify that:

1. They are the president and secretary, respectively, of Oak Creek Maintenance Corporation, a California nonprofit mutual benefit corporation.
2. Articles First and Ninth, inclusive, of the Articles of Incorporation of this corporation are amended in full to read as follows:

ARTICLES OF INCORPORATION OF
OAK CREEK MAINTENANCE CORPORATION

I

The name of this corporation is Oak Creek Maintenance Corporation.

II

The 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. More specifically, the corporation will own, repair, maintain and manage common areas, enforce the rules and regulations adopted by the Board of Directors from time to time and discharge such other lawful duties and responsibilities required pursuant to the corporation's bylaws and the First Restated Declaration of Covenants, Conditions and Restrictions (the "Declaration") recorded in the Office of the Recorder of Contra Costa County, State of California, with respect to that certain real estate planned development located within said County commonly referred to as Oak Creek.

III

This corporation is intended to qualify as a Homeowner's 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 corporation 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's property, and other than by a rebate of excess membership dues, fees or assessments. In the event of the dissolution, liquidation or winding up of the corporation, upon or after termination of the aforementioned real estate project in accordance with provisions of the Declaration, the corporation's assets remaining after payment, or provision of payment, of all known debts and liabilities of the corporation shall be divided among and be distributed to the members thereof in accordance with their respective rights therein.

IV

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.

V

The authorized member, and qualifications for membership in this corporation, the different classes of membership, the property, voting and other rights and privileges of members and their liability to dues and assessments and the methods of collection thereof, shall be as provided for in the Declaration and the Bylaws of this corporation.

VI

These Articles of Incorporation may be amended from time to time, in any and as many respects as desired, so long as the amendment is approved by the

vote or consent by written ballot of at least (i) a majority of the Board of Directors and (ii) at least a bare majority of the voting power of the members of this corporation.

VII

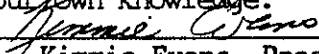
This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under part 5 thereof.

The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of the corporation's members. The required

member vote was 66 2/3 percent of the voting power. 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.

Dated: May 17, 1990


Kimmie Evans, President


Eleanor Peterson, Secretary