



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify.

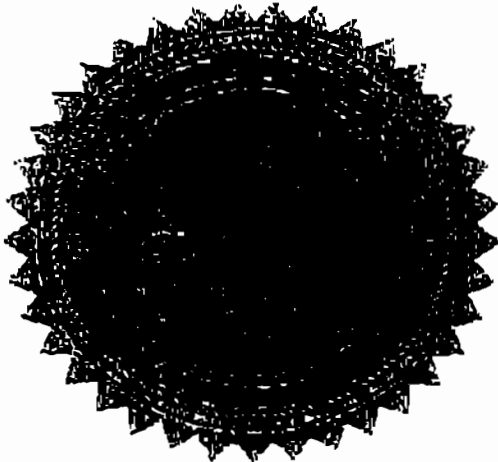
That the attached transcript of page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

MAR 23 2001

Bill Jones

Secretary of State



ARTICLES OF INCORPORATION
OF
THE RIDGE COMMUNITY ASSOCIATION

MAR 23 2001

BILL JONES, Secretary of State

ONE: The name of this corporation ("Corporation" herein) is THE RIDGE COMMUNITY 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 Corporation's initial agent for service of process is Gil Miltenberger, whose business address is c/o Ryland Homes of California, 5740 Fleet Street, Suite 200, Carlsbad, California 92008.

FOUR: The Corporation 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 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 the Corporation, which is to operate a homeowners Corporation within the meaning of Section 23701t of the California Revenue and Taxation Code and Section 528 of the Internal Revenue Code and to manage a common interest development under the Davis-Stirling Common Interest Development Act. The Corporation does not have a corporate office. The common interest development is near the intersection of Iodine Springs Road and La Estrella St., located in the unincorporated area of Riverside County, California 92595-0000.

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 assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Corporation, and (ii) Members representing a bare majority 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 Corporation, (ii) Members representing a bare majority of the total voting power of the Members, and (iii) Members representing a bare majority of the voting power of the Members other than the Subdivider of the Project ("Declarant").

SIX: The name and address of the Corporation's managing agent is:

Prescott Management Co. (909-699-7656)
27393 Ynez Rd. Suite 251. Temecula, CA 92591

The undersigned, who is the incorporator of the Corporation, has executed the
Articles of Incorporation on March 20, 2001.


GIL MILTENBERGER



EXHIBIT B

ARTICLES OF INCORPORATION OF THE ASSOCIATION



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**ARTICLES OF INCORPORATION
OF
RYLAND RIDGE COMMUNITY ASSOCIATION**

ONE: The name of this corporation ("Corporation" herein) is **RYLAND RIDGE COMMUNITY 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 Corporation's initial agent for service of process is Gil Miltenberger, whose business address is c/o Ryland Homes of California, 5740 Fleet Street, Suite 200, Carlsbad, California 92008.

FOUR: The Corporation 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 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 the Corporation, which is to operate a homeowners Corporation within the meaning of Section 23701t of the California Revenue and Taxation Code and Section 528 of the Internal Revenue Code and to manage a common interest development under the Davis-Stirling Common Interest Development Act. The Corporation does not have a corporate office. The common interest development is near the intersection of Iodine Springs Road and Boylan Springs Road, located in the unincorporated area of Riverside County, California 9____-____.

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 assent (by vote or written consent) of (i) a bare majority of the Board of Directors of the Corporation, and (ii) Members representing a bare majority 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 Corporation, (ii) Members representing a bare majority of the total voting power of the Members, and (iii) Members representing a bare majority of the voting power of the Members other than the Subdivider of the Project ("Declarant").

SIX: The Corporation has no managing agent.

The undersigned, who is the incorporator of the Corporation, has executed these Articles of Incorporation on _____, 2000.

Print Name: _____

