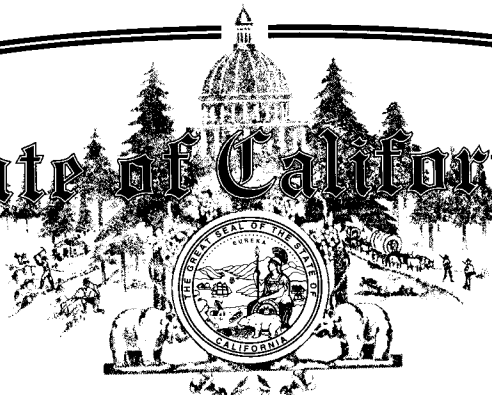


State of California



2295591



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

APR 22 2003



Kevin Shelley

Secretary of State

2295591

ENDORSED - FILED

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

APR 18 2003

ARTICLES OF INCORPORATION
FOR
PINNACLE MUSEUM TOWER ASSOCIATION

KEVIN SHELLEY
Secretary of State

ARTICLE I

The name of this corporation is PINNACLE MUSEUM TOWER ASSOCIATION.

ARTICLE II

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, other than credit union business, for which a corporation may be organized under such Law. More specifically, this corporation is being formed to manage a common interest development under the Davis-Stirling Common Interest Development Act and this corporation will provide such management, administration and maintenance for Common Area and Association Property (if any) within a condominium project located in the City of San Diego, County of San Diego, California; and will fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the Declaration (hereafter defined), and will promote the health, safety and welfare of all of its members who shall be owners of Condominiums (as defined in the Declaration) within the above-described property and any additions thereto which may be brought within the jurisdiction of this corporation for these purposes.

The corporation may also exercise the powers granted to a nonprofit mutual benefit corporation enumerated in Section 7140 of the California CORPORATIONS CODE and to an association by Section 383 of the CODE OF CIVIL PROCEDURE and by the Davis-Stirling Common Interest Development Act (CIVIL CODE Section 1350 *et seq.*).

ARTICLE III

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 primary purposes of this corporation.

ARTICLE IV

The name and address in this state of the corporation's initial agent for service of process is Michael De Cotiis, 205 West Market Street, San Diego, California 92101. As of the date of filing of these Articles, the corporation does not have a business or corporate office. The common interest development for which the corporation is being formed fronts on Market Street at the intersection of Front Avenue; and the zip code for the location of the common interest development is 92101-6701.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium which is subject by covenants of record to assessment by this corporation shall be a member of this corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Condominium which is subject to assessment by this corporation.

ARTICLE VI

This corporation shall have two classes of voting membership as set forth in the Declaration and the Bylaws.

ARTICLE VII

Amendment to these Articles of Incorporation shall require (a) the assent (by vote or written consent) of members representing sixty-seven percent (67%) or more of the voting power of each class of members of this corporation, together with (b) a resolution to amend adopted by at least a bare majority of the Board of Directors; provided, however, that after conversion of the Class B membership to Class A membership, amendment to these Articles of Incorporation shall require (i) the assent (by vote or written consent) of (1) sixty-seven percent (67%) or more of the total


voting power of members of this corporation, and (2) sixty-seven percent (67%) or more of the voting power of members of this corporation other than Declarant (as defined in the Declaration), and (ii) a resolution to amend adopted by at least a bare majority of the Board of Directors.

DATED: 4-18-03



Susan L. Daly, Incorporator

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



Susan L. Daly

