



SECRETARY OF STATE

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

That the attached transcript of 2 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

DEC 24 2003



Kevin Shelley
Secretary of State

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

DEC 22 2003

KEVIN SHELLEY
Secretary of State

**ARTICLES
OF
INCORPORATION**

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This Space For Secretary of State Use Only

**ARTICLES OF INCORPORATION OF
MIRALESTE TOWNHOMES, INC.**

ARTICLE I: NAME

The name of this corporation shall be **Miraleste Townhomes, Inc.**

ARTICLE II: PURPOSE

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.

This corporation is an association formed to manage a common interest development under the Davis - Stirling Common Interest Development act.

This corporation is formed for the following specific and primary purposes:

- (a) To manage, maintain and preserve the residential condominium project known as **Miraleste Townhomes**, located within that certain real property in the City of **Palm Springs**, County of **Riverside**, described as Lot 1 of Tract No. **30925**, and any additional property annexed into the Project in the future.
- (b) To promote the health, safety and welfare of the residents of the project.
- (c) To exercise the powers granted to a non-profit mutual benefit corporation enumerated in Corporation Code Section 7140.
- (d) To operate a homeowners association within the meaning of Section 23701t of the California Revenue and Taxation Code.

ARTICLE III: AGENT FOR SERVICE OF PROCESS

The name and address in the State of California of the initial agent of this corporation for service of process are as follows:

**Kenneth G. Bernard
3991 MacArthur Boulevard, Suite 350
Newport Beach, California 92660**

ARTICLE IV: BUSINESS OR CORPORATE OFFICE

The business or corporate office of the association is 3991 MacArthur Boulevard, Suite 350, Newport Beach, California 92660-3041. This office is not on site. The Project is located at 1532 No. Via Miraleste, near the cross-street Cottonwood Road, Palm Springs, California 92262-4666.

ARTICLE V: MANAGING AGENT

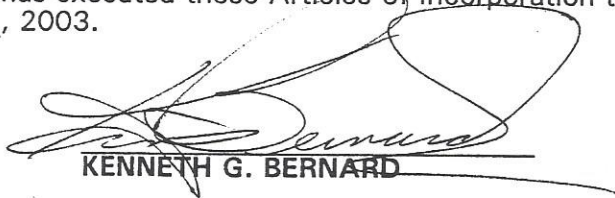
The association has no managing agent.

ARTICLE VI: AMENDMENT OF ARTICLES

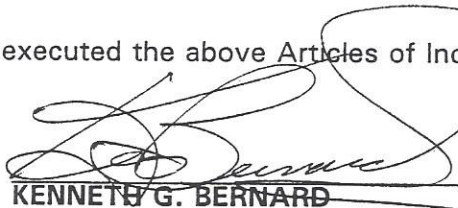
Amendment of these Articles shall require the following vote: If two (2) classes of Membership exist: (i) a majority of Directors of the Board of Directors; and (ii) a majority of each class of Membership. If there is only one (1) class of Membership: (i) a majority of Directors of the Board of Directors; (ii) a majority of the total voting power of the corporation; and (iii) a majority of the total voting power of the corporation, other than Declarant, as defined in the Declaration of Covenants, Conditions, Restrictions, and Reservation of Easements of the corporation.

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 the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation, the undersigned, constituting the incorporator, has executed these Articles of Incorporation this 22nd day of October, 2003.


KENNETH G. BERNARD

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


KENNETH G. BERNARD



LAW OFFICES

BERNARD & ASSOCIATES

A PROFESSIONAL ASSOCIATION OF INDEPENDENT ATTORNEYS

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NEWPORT BEACH, CALIFORNIA 92660

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aspenlaw@aol.com

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TWO AJAX AVENUE
ASPEN, CO 81611

KENNETH G. BERNARD**
MICHAEL C. CHO
WANDA M. BRUSH*
KOLUA SEIKO

**also Colorado and Michigan
*Michigan only

August 16, 2005

Covenant Management
P. O Box 8658
Palm Springs, CA 92262

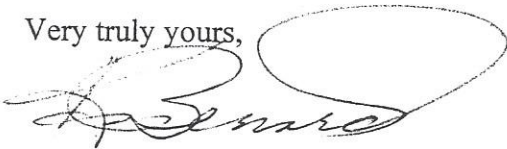
Re: Miraleste Townhomes, Inc.

Dear Sir/Madam:

Enclosed herein you will find the following documents for the above:

1. Articles of Incorporation;
2. Bylaws;
3. Completed Application for Employer Identification Number; and
4. Statement of Information filed with the Secretary of State on May 10, 2004.

Very truly yours,



Kenneth G. Bernard

Enclosures