OFFICE COPY

THE ARTICLES OF INCORPORATION OF KENTWOOD HOME GUARDIANS

The undersigned do hereby voluntarily associate themselves for the purpose of forming a non-profit corporation under the laws of the State of California, and we hereby certify as follows:

I

The name of said corporation shall be KENTWOOD HOME GUARDIANS.

II

The principal office of the corporation shall be located in the County of Los Angeles, State of California, and at such place or places in said county as the Board of Directors may, from time to time, determine.

III

The number of directors of this corporation shall be three. The following shall serve as directors until their successors are duly elected and qualified.

Donald B. Ayres	5848 West Pico Blvd. Los Angeles, CA
Francis V. Frazier	6414 West 85th Street Los Angeles, CA
Hayden Worthington	5848 West Pico Blvd. Los Angeles, CA

The number of directors may be changed from time to time by appropriate amendment to the By-Laws of this corporation but the number thereof shall not be reduced to less than three.

IV

The members of this corporation shall consist of The Superior Oil Company, a corporation, organized and existing under and by virtue of the laws of the State of California, and all persons, firms or corporations who are, or may become, owners of record of any lot or parcel of ground located in the property hereinafter described, during the time they are owners of record of such lot or parcel of ground; and any person, firm or corporation who, while holding a contract to purchase any lot, lots or parcel of the property hereinafter described, actually and physically resides thereon. Certificates of membership shall be issued to those persons, firms or corporations who qualify for membership as above provided, which ceritficates of membership shall be in force and effect only so long as said persons, firms or corporations remain members as hereinabove provided. When qualifications cease to exist, such membership certificate shall immediately be cancelled.

V

This corporation is a non-profit corporation and is not organized for the purpose of pecuniary gain or profit to its members.

VI

This corporation is organized for the purpose of enforcing and preserving the conditions, restrictions reservations and charges set forth and contained and those certain recorded Declarations of Protective Restrictions and amendments thereto and any other or additional Declarations of Protective Restrictions and amendments thereto declared and recorded for the benefit of the subdivided portions of that certain real property situated in the County of Los Angeles, State of California and described as follows:

Sections 24 and 25, Township 2 South, Range 15 West,
San Bernardino Base and Meridan

which said real property was conveyed to The Superior Oil Company, a corporation,

by deed dated September 11, 1940 and recorded in Book 18072, Page 111, Official Records of Los Angeles County, California. The presently existing Declarations of Protective Restrictions, as amended, are as follows:

A. Declaration of Protective Restrictions dated August 12, 1941 made by the Superior Oil Company, a California corporation, as Declarant, and recorded on the 12th day of August, 1941 in Book 18549, Page 353, Official Records of Los Angeles County, California, pertaining to Tract 12602, as shown on a map recorded in Book 243, Page 34 of Maps in the office of the County Recorder of Los Angeles County, California.

B. Declaration of Protective Restrictions dated August 26, 1941 made by the Superior Oil Company, a California corporation, as Declarant, and recorded on the 28th day of August, 1941 in Book 18757, Page 42, Official Records of Los Angeles County, California, pertaining to Tract 12602, as shown on a map recorded in Book 243, Page 34 of Maps in the office of the County Recorder of Los Angeles County, California.

C. Declaration of Protective Restrictions dated December 23, 1941 made by the Superior Oil Company, a California corporation, as Declarant, and recorded on the 26th day of December, 1941 in Book 19004, Page 244, Official Records of Los Angeles County, California, pertaining to Tract 12714, as shown on a map recorded in Book 245, Pages 49 and 50 of Maps in the office of the County Recorder of Los Angeles County, California.

D. Declaration of Protective Restrictions dated December 26, 1941 made by the Superior Oil Company, a California corporation, as Declarant, and recorded on the 26th day of December, 1941 in Book 19008, Page 219, Official Records of Los Angeles County, California, pertaining to Tract 12719 as shown on a map recorded in Book 248, Page 29 of Maps in the office of the County Recorder of Los Angeles County, California, as amended by Amendment to Declaration of Protective Restrictions dated April 16, 1942, made by The Superior Oil Company, a California corporation, as Declarant, and recorded on the 16th day of April, 1942 in Book 19261, Page 221 of Official Records of Los Angeles County, California.

E. Declaration of Protective Restrictions dated April 16, 1942 made by the Superior Oil Company, a California corporation, as Declarant, and recorded on the 16th day of April, 1942 in Book 19273, Page 145, Official Records of Los Angeles County, California, pertaining to certain properties in Tract 12719 as per map recorded in Book 248, Page 290 of Maps in the office of the County Recorder of Los Angeles County, California.

Said restrictions and amendments thereto and any further or subsequent restrictions so declared and any subsequent amendments to the existing restrictions or any subsequently declared restrictions are by this reference made a part hereof. Said restrictions contemplate and provide for the formation of this corporation for the following purposes:

1. To plant, care for, and maintain lawns, shrubs, trees and other landscaping deemed necessary and appropriate for the purpose of beautifying the real property hereinabove described, but only as to those portions of said property now being, or which may hereinafter be, used or maintained for public use or for common use of the owners of lots or building sites located within said property.

2. To care for and remove weeds, grass and debris from vacant or unkept lots and to do everything deemed necessary and proper to keep said property in a neat and attractive condition.

3. Until such time as the same are provided by municipal or other public authority, to sweep, clean, sprinkle, light and generally care for and maintain

the streets and alleys situated in or bounding the hereinabove described property; to collect and dispose of all rubbish and garbage; and to provide appropriate police protection over said area.

4. To pay all taxes and assessments that may be levied by any public authority on all streets, parks, parkways and other areas used by the public.

5. To enforce all conditions and restrictions now in effect or which may hereafter be created for the benefit of the property and to pay all expenses in connection therewith.

6. To levy, collect and receive from each member of this corporation an annual charge for the purpose of defraying the costs, obligations and expenses of this corporation in carrying out the purposes for which it is organized, and to expend such sums as may be collected; and said charges, as herein provided, shall be based on an annual rate per square foot, which rate shall be determined from time to time by the Board of Directors.

7. To create and enforce a lien and/or liens in order to secure the payment of the charges herein provided and to take any and all steps necessary to enforce collection of such charges.

8. To exercise generally all powers of control, interpretation, amendment, cancellation and construction of all conditions, restrictions and charges now in effect, or which hereinafter may be adopted, relating to or in any way affecting the real property herein described, and to do and perform any other act which may be necessary and proper for the performance and in the fulfillment of any and all of the purposes hereinabove set forth.

The foregoing statement of purposes shall be construed as both purposes and powers and, unless otherwise stated, the purposes and powers in any particular paragraph shall not be limited to or restricted by the terms or provisions of any other paragraph, but shall be regarded as individual purposes and powers.

VII

The voting power and property rights of each member of this corporation shall not be equal. Each member who is entitled to and has an outstanding membership ceritifcate, as in these Articles provided, shall be entitled to one vote. If a member is the owner of more than one building site, as the term "building site" is hereinafter defined, such member shall be entitled to as many votes as there are building sites of which such member is the record owner. "Building site" as used herein, is defined as either a numbered lot, as shown on the recorded map of any of the properties affected by the Declarations of Restrictions hereinabove set forth, or a parcel consisting of contiguous portions of any two or more contiguous lots (other than corner lots); provided, however, that such parcel, if composed of a portion of a lot or portions of two or more contiguous lots, shall have a principal frontage of not less than fifty (50) feet, and an area of at least five thousand (5000) square feet.

The property interest of each member of this corporation shall be in the same proportion as the number of votes to which such member is entitled bears to the total number of qualified votes, as provided in these Articles.

IN WITNESS WHEREOF, the undersigned, constituting the Incorporators and first directors of this corporation, have hereunto set their hands and seals this FIRST day of MARCH, 1943.

/s/ Donald B. Ayres
/s/ Francis V. Frazier
/s/ Hayden Worthington

10-053184 - Reprinted