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In the Office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

OF

MAR 2 1961

PALM CITY ASSOCIATION

FRANK M. [Signature] Secretary of State

By [Signature] Deputy

KNOW ALL MEN BY THESE PRESENTS: That the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation ~~under Division I, Part IV, Title XII of the Civil Code of the State of California~~ for purposes other than pecuniary profit, and

DO HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:  
**PALM CITY ASSOCIATION**

SECOND: That the specific and primary purpose for which this corporation is formed is to provide athletic, recreational and club facilities for the use of the residents of Tract 2137, and the residents of the real property described as tentative Tract 2113, County of Riverside, State of California, and their guests.

THIRD: That the general purpose and objects of this corporation are as follows:

(a) To lease, purchase, hold, use and take possession of and enjoy in fee simple or otherwise any personal or real property necessary for the uses and purposes of the corporation, and to sell, lease, deed in trust, alien or dispose of the same at the pleasure of the corporation, and for the uses and purposes for which said corporation is formed; and to buy and sell real or personal property and to apply the proceeds of sale, including any and all income, to the uses and purposes of the corporation.

(b) To pay all taxes and assessments, if any, which

notification of right  
to amend articles  
Yes

may be levied, by any public authority upon any property, owned or controlled by, or held in trust for the benefit of, the corporation, or its members, or any ornamental features, fixtures, tennis courts, golf courses, swimming pools or club houses established therein or thereon, whether taxed or assessed as a part thereof or separately.

(c) To fix, establish or levy, and collect from its members, dues, fees, charges and assessments, and to enforce any lien which may be provided to secure the payment thereof.

(d) To borrow money, contract debts, issue bonds, notes and debentures, and to secure the same.

(e) To do any and all other acts and things that a non-profit corporation is empowered to do, or that a natural person might do which may be necessary, convenient or desirable in the administration of the affairs and for the full attainment of the general purposes of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall not, except where otherwise expressed, be construed as a limitation upon the general purposes for which this corporation is formed, but shall be regarded as independent purposes and powers. Notwithstanding any contrary provision herein, no part of the activities of this corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, and the carrying on by this corporation at a profit of any business hereinabove recited as a purpose of this corporation shall be merely incidental to and in furtherance of the general community betterment and recreational purposes for which this corporation is formed.

FOURTH: That this corporation is organized pursuant to

the general Nonprofit Corporation Law of the State of California. The corporation does not contemplate pecuniary gain or profit to the members thereof, nor shall any net earnings, income, gain, profits or funds of this corporation in whatsoever manner acquired by it at any time inure or be distributed to or for the benefit of any private member, director or other individual, but the same shall be devoted solely to the purposes for which this corporation is formed.

FIFTH: That the County in this State where the principal office for the transaction of the business of this corporation is to be located is the County of Riverside.

SIXTH: That the names and addresses of the persons who are to act in the capacity of directors until the selection of their successors and who shall be known as directors are:

JAMES B. IRSFELD, JR.	Los Angeles, California
J. B. IRSFELD	Los Angeles, California
KENNETH C. YOUNGER	Los Angeles, California
ROBERT W. GARCIN	Glendale, California
OLIVE BARTON	Burbank, California.

The number of persons above named, to wit: five (5) shall constitute the authorized number of directors of this corporation until that number shall be changed by an amendment <sup>OF</sup> ~~THE ARTICLES OR~~ to the By-Laws of this corporation increasing or decreasing the number of directors as may be desired.

SEVENTH: That the authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liabilities of each or all classes to dues and assessments, and the method of collection thereof, shall be set forth in the By-Laws of this corporation.

EIGHTH: That the By-Laws of this corporation <sup>MAY</sup> be adopted by the directors named in the Articles of Incorporation <sup>X</sup>

and may thereafter be amended or repealed by any means provided in the By-Laws.

IN WITNESS WHEREOF, the persons who are set to act in the capacity of first directors have hereunto set their hands this 27 day of February, 1961.

James B. Irsfeld, Jr.  
James B. Irsfeld, Jr.

J. B. Irsfeld  
J. B. Irsfeld

Kenneth C. Younger  
Kenneth C. Younger

Robert W. Garcin  
Robert W. Garcin

Olive Barton  
Olive Barton

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) ss

On the 27 day of February, 1961, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared JAMES B. IRFELD, JR., J. B. IRFELD, KENNETH C. YOUNGER, ROBERT W. GARCIN and OLIVE BARTON, known to me to be the individuals whose names are subscribed to the foregoing instrument, and acknowledged to me that they signed the same.

WITNESS my hand and official seal.

(NOTARY SEAL)

Theresa Fitzgibbons  
Notary Public in and for the  
County of Los Angeles, State  
of California  
Theresa Fitzgibbons  
My Commission Expires May 1, 1962



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7780 CALIFORNIA DRIVE  
PALM DESERT, CALIF. 92260  
TELEPHONE (714) 345-2131

**FILED**  
In the office of the Secretary of State  
of the State of California  
X  
APR 19 1977  
MARCH 10, 1977  
*[Signature]*  
Deputy

**PALM DESERT COUNTRY CLUB ASSOCIATION**

April 14, 1977

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION**

CARL R. SCHNEIDER and ALYCE RIDDELL CERTIFY:

1. That they are President and Secretary, respectively, of the Palm City Association, ~~Incorporated~~, a California corporation.
2. That at a meeting of the board of directors of said corporation, duly held at Palm Desert, California, on April 11, 1977, the following resolution was adopted:

RESOLVED: That the provision of the articles of incorporation which now reads: "Second: That the specific and primary purpose for which this corporation is formed is to provide athletic, recreational and club facilities for the use of the residents of Tract 2137 and the residents of the real property described as tentative Tract 211?, County of Riverside, State of California, and their guests."

is amended to read as follows:

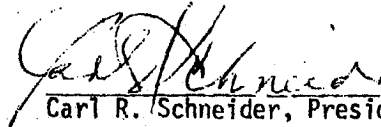
"Second: That the purposes for which this corporation is formed are:

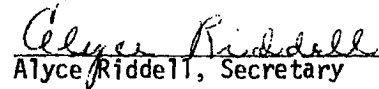
- (a) To provide athletic, recreational, and club facilities for the use of the residents of Tract 2137 and Tract 2283, County of Riverside, State of California, and their guests.
  - (b) To promote, promulgate, and protect the welfare, security, comfort and property rights of owners and lessees in the above described Tracts, including but not limited to the enforcement of the Declaration of Restrictions and amendments thereto applicable to said Tracts, and to advance the environmental and general condition of the community.
3. That at a meeting of the members of said corporation, duly held at Palm Desert, California, on December 17, 1976, a resolution was adopted and the ~~working~~ of the amended article as set forth in the Members' resolution is the same as that set forth in the Directors' resolution in Paragraph 2 of this certificate.

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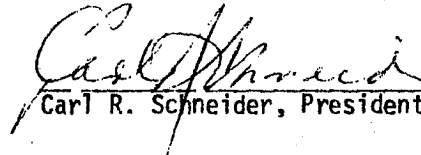
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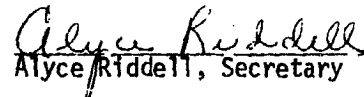
4. That the number of members voted affirmatively for the adoption of said resolution is 414 and that the number of members constituting a quorum is 101.

  
Carl R. Schneider, President

  
Alyce Riddell, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and corrected. Executed at Palm Desert, California, on April 14, 1977.

  
Carl R. Schneider, President

  
Alyce Riddell, Secretary