

ARTICLES OF INCORPORATION
OF

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

DEC 12 1969

SPRING VALLEY LAKE ASSOCIATION

FRANK M. JORDAN, Secretary of State
By RALPH R. MARTIG
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of California and do certify:

FIRST: The name of the corporation is:

SPRING VALLEY LAKE ASSOCIATION

SECOND: The corporation's purposes are:

(a) Primarily to further and promote the common interests and welfare of the owners of real property situated in the Spring Valley Lake subdivision in San Bernardino County, State of California;

(b) Generally to provide all types of services, facilities and improvements deemed useful, beneficial and helpful to said owners; to enforce restrictions, conditions, liens, charges and covenants pertaining to said real property; to purchase, lease, construct, contract for, develop or otherwise acquire such property, real or personal, tangible or intangible, as may be necessary to or convenient to carry out said primary objects and purposes; to care for and maintain all property owned by it or under its control; to borrow or raise money or contract indebtedness by giving any form of obligation and security therefor; to appoint such committees as may be necessary to or convenient in carrying out said primary objects and purposes; and to make and collect charges and assessments by which to further said primary object and purposes;

(c) To have and exercise all rights and powers, and to do any and all things that a corporation can do for the benefit of its members, all pursuant to the General Nonprofit Corporation Law of the State of California from time to time existing.

THIRD: This corporation is organized pursuant to Part 1 of Division 2 of Title 1 of the Corporations Code of California (General Nonprofit Corporation Law).

FOURTH: The County in the State of California where the principal office for transaction of business of the corporation is located in the County of San Bernardino.

FIFTH;

(3) (a) The number of directors of the Corporation is three

(b) The names and addresses of the persons who are appointed to act as directors until the appointment of their successors are:

Peter Lacques	P O Box 160	Apple Valley, California
Thomas W. Perry	20660 Yucca Lane Rd.	Apple Valley, California
Glen Sydnor	22053 Cherokee Rd.	Apple Valley, California

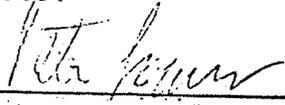
(c) The number of directors of the corporation may be changed either by an amendment to these Articles or by a by-law adopted by the members.

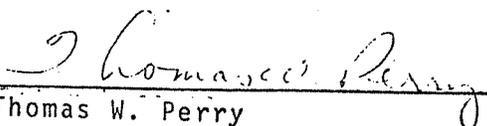
SIXTH: The corporation shall have no capital stock and shares therein shall not be issued. The corporation shall have two (2) classes of members, i.e., voting members and associate members, the qualifications for each of which shall be those prescribed in the corporation's by-laws. The interests of each member, which shall be equal to that of every other member, and the interests of each associate member, shall be evidenced by a certificate or other written documentation issued by the corporation under terms to be fixed by its by-laws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges, or liabilities of membership or associate membership.

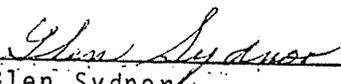
SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of any member or individual.

EIGHTH: In the event of the dissolution or the winding up of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the assets remaining shall be divided and distributed among the members in accordance with their respective rights therein.

IN WITNESS WHEREOF, the undersigned and above-named first directors of this corporation have executed these Articles of Incorporation on December 9, 1969.


Peter Lacques

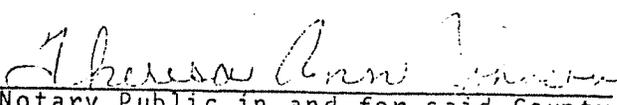

Thomas W. Perry

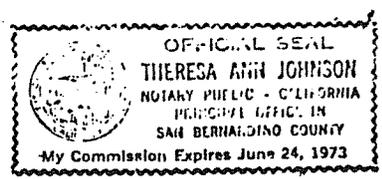

Glen Sydnor

STATE OF CALIFORNIA)
COUNTY OF SAN BERNARDINO) ss.

On this 9 day of December, 1969, before me, a Notary Public for the State of California, with principal office in the County of San Bernardino, personally appeared, Peter Lacques, Thomas W. Perry and Glen Sydnor, known to me to be the persons whose names are subscribed to and who executed the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.


Notary Public in and for said County
and State



RAY R. GOLDIE
ATTORNEY AT LAW
SUITE 6 LAW BUILDING
560 ARROWHEAD AVENUE
SAN BERNARDINO, CALIFORNIA
TELEPHONE TURNER 9-0185

STATE OF CALIFORNIA



OFFICE OF THE SECRETARY OF STATE

I, *EDMUND G. BROWN JR.*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

AUG 7 1973



Edmund G. Brown Jr.
Secretary of State

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

AUG 7 1973

EDMUND G. BROWN, Secretary of State

By JAMES E. HARRIS

Deputy

Filed San Bern Co.
8-13-73

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SPRING VALLEY LAKE ASSOCIATION

ELBRIDGE A. TUCKER and DARLENE SCHEMP, certify:

1. That they are the President and Secretary respectively of SPRING VALLEY LAKE ASSOCIATION, a California corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at Spring Valley Lake, San Bernardino County, State of California, on May 21, 1973, the following resolution was adopted:

RESOLVED THAT Article SECOND of the Articles of Incorporation be amended to read as follows:

SECOND: The purposes for which this corporation is formed are:

(a) To operate social and recreational facilities for the exclusive use and enjoyment of members.

(b) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that 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.

(c) If this organization holds any event(s) which members of the general public are invited to observe or participate in for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

RESOLVED FURTHER, that Article EIGHTH of the Articles of Incorporation be amended to read as follows:

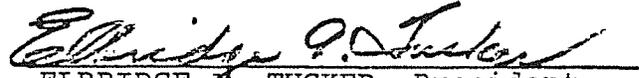
EIGHTH: In the event of the dissolution or winding up of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets will be distributed to an organization which is exempt from income taxation, both federal and state.

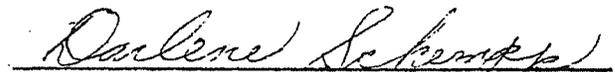
3. That the Members have adopted said amendment at a meeting held at Spring Valley Lake, San Bernardino County, State of California on July 28, 1973; that the wording of the amended articles, as set forth in the Members resolution, is the same as set forth in the Directors' resolution in Paragraph 2 above.

4. That the number of Members who voted affirmatively for the adoption of said resolution is 1479, and

the total number of Members entitled to vote on or consent to said amendment is 1491.

DATED this 28th day of July, 1973.


ELBRIDGE A. TUCKER, President


DARLENE SCHEMPP, Secretary

Each of the undersigned declares, under the penalty of perjury, that the matters set forth in the foregoing Certificate of Amendment are true and correct.

EXECUTED on July 28, 1973.


ELBRIDGE A. TUCKER


DARLENE SCHEMPP