

STATE OF CALIFORNIA

*THE GREAT SEAL
OF THE 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.

*THE GREAT SEAL
OF THE STATE OF
CALIFORNIA*

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

MARCH 7, 1972

s/ Edmund G. Brown, Jr.
Secretary of State

Endorsed and filed
March 14, 1972
By Vera K. Gibson, Clerk
Kern County, California

**CERTIFICATE OF AMENDMENT OF ARTICLES
OF INCORPORATION OF BEAR VALLEY SPRINGS ASSOCIATION**

JAMES B. TATUM and **HONORE K. ZENK** certify:

1. That they are the President and the Secretary, respectively, of Bear Valley Springs Association, a California non-profit corporation.

2. That at a meeting of the Board of Directors of the corporation, duly held at Sherman Oaks, California, on **January 15, 1972**, the following Resolution was adopted:

RESOLVED, that Paragraph (a) of ARTICLE III of the Articles of Incorporation is hereby amended to read as follows:

“(a) The specific and primary purposes for which this Association is formed are as follows:

(1) To provide recreational and community facilities in the Bear Valley Springs Development, Kern County, California, for the use and enjoyment of its members.

(2) To acquire, own, lease, maintain, protect, improve, preserve, and regulate the use of, the Common Areas and Community Facilities, as same as defined in said Covenants and Restrictions, within the development.

(3) To enforce all of said Covenants and Restrictions applicable to the Development.

(4) To levy and collect assessments from its members for funds to cover its costs of operation.”

RESOLVED FURTHER, that ARTICLE VI of the Articles of Incorporation is hereby amended to read in full as follows:

“The Association is and shall be organized and operated exclusively for the pleasure and recreation of its members, and no part of its net earnings shall inure to the benefit of any member. The Association shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States tax laws).”

RESOLVED FURTHER, that ARTICLE VI of the Articles of Incorporation is hereby amended to read in full as follows:

“Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, distribute all of the remaining assets to an association or corporation organized and operated exclusively for pleasure, recreation, and/or other non-profitable purposes and which has established its tax-exempt status under section 501(c)(7) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States tax laws).”

3. That the members of said corporation have adopted said amendment by a Resolution at a meeting held at Sherman Oaks, California on January 15, 1972, at 2:00 o'clock P.M.; and that the wording of the amended Articles as set forth in the Members' Resolution is the same as that set forth in the Directors' Resolution in Paragraph 2 above.

4. That the number of memberships which voted affirmatively for the adoption of said Resolution is One Thousand Eighty-six (1,086), and that the total number of memberships entitled to vote on said amendment is Two Thousand Ninety-four (2,094).

s/ James B. Tatum
JAMES B. TATUM, President

s/ Honore K. Zenk
HONORE K. ZENK, Secretary

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CLARA)

THE UNDERSIGNED, being first duly sworn, depose and say, each for himself:
That they are and at all times mentioned in the foregoing certificate of Amendment were the President and Secretary of Bear Valley Springs Association, a California non-profit corporation; that each of the undersigned has read the foregoing Certificate of Amendment; that statements therein are true of his or her own knowledge and that the signature thereto purporting to be his or her signature is genuine.

s/ James B. Tatum
JAMES B. TATUM, President

s/ Honore K. Zenk
HONORE K. ZENK, Secretary

Subscribed and sworn to before me this 17th day of January, 1972.

s/ Barbara L. Farrey
Notary Public of the Sate of California

NOTARY SEAL

My Commission expires February 3, 1974.

STATE OF CALIFORNIA

*THE GREAT SEAL
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DEPARTMENT OF STATE

It is hereby certified:

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

AUGUST 17, 1970

s/ H.P. Sullivan
Secretary of State

s/ Ralph R. Martig
Deputy Secretary of State

*THE GREAT SEAL
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**ARTICLES OF INCORPORATION
OF
BEAR VALLEY SRPINGS ASSOCIATION**

The undersigned hereby form a corporation pursuant to the General Non-Profit Corporation law of the State of California, and certify that:

ARTICLE I

The name of the corporation is "Bear Valley Springs Association.

ARTICLE II

For the purposes of these Articles, the following definitions shall apply:

- (a) The term "Association" shall mean this corporation.
- (b) The term "Development" shall mean all of the real property within the boundaries of that certain real estate development consisting of approximately 24,000 acres in Kern County, California and commonly known as "Bear Valley Springs", and any additional property which is annexed thereto pursuant to the provisions of the Covenants and Restrictions recorded in the office of Recorder of the County of Kern, State of California in connection with the Development.
- (c) The term "Member" shall mean all persons and entities who from time to time hold membership in this Association under the Bylaws of this Association.

ARTICLE III

Corporate purposes:

- (a) The specific and primary purposes for which this Association is formed are as follows:
 - (1) To acquire, own, lease, maintain, protect, improve, preserve, and regulate the use of, the Common Areas and Community Facilities, as same as defined in said Covenants and Restrictions within the Development.
 - (2) To enforce all of said Covenants and Restrictions applicable to the Development.
 - (3) To levy and collect assessments from its members for funds to cover its costs of operation.
- (b) Additional purposes for which this Association is formed are as follows:
 - (1) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, State or other municipal governmental subdivision.
 - (2) To promote the health, safety and welfare of the residents within the Development and such additions thereto as may hereafter be brought within the jurisdiction of this Association by annexations to the Development as provided in Article IV herein.
 - (3) To have and to exercise all the powers conferred by the General Non-Profit Corporation Law of California upon non-profit corporations as such law is now in effect or may be at any time hereafter be amended.

ARTICLE IV

Annexations to the Development may be made only in accordance with the provisions of the recorded Covenants and Restrictions applicable to the property within the Development. Such annexations, when properly made under the applicable Covenants and Restrictions shall extend the jurisdiction, functions, duties and membership of the Association to such properties.

ARTICLE V

The property of the Association is and shall be irrevocably dedicated to charitable and scientific purposes and no part of its net earnings shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VI

Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such corporations, societies, or organizations whose property is dedicated to exempt purposes as provided in the Revenue and Taxation Code, Section 214 and which shall, at the time, qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VII

The existence of this Association is to be perpetual.

ARTICLE VIII

The principal office for the transaction of business of this Association is to be situated in the County of kern, State of California.

ARTICLE IX

The number and names of directors is as follows:

(a) The number of directors of the Association is five (5) until changed by a Bylaw adopted by the members increasing the number of directors as desired.

(b) The names and addresses of the persons who are appointed to act as first directors are:

- (1) Robert s. Washburn, 750 Welch Road, Palo Alto, California
- (2) Albert J. Littman, 750 Welch Road, Palo Alto, California
- (3) Sheila Vogel, 750 Welch Road, Palo Alto, California
- (4) Sam J. Whiting, 750 Welch Road, Palo Alto, California
- (5) Harvey Diemer, 750 Welch Road, Palo Alto, California

ARTICLE X

The authorized number and qualifications of members of this Association, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes for dues and assessments and the methods of collection thereof, shall be determined by the corporate bylaws.

ARTICLE XI

The bylaws of this corporation shall be adopted by the directors named in the Articles of Incorporation and may thereafter be amended or repealed by any means provided in the bylaws.

ARTICLE XII

The provisions of these Articles shall not be amended except by the vote or written consent of not less than fifty-one percent (51%) of the members of the Association.

IN WITNESS WEHREOF, the undersigned and above-name incorporators and first directors of this corporation have executed these Articles of Incorporation the 10th day of July, 1970.

s/ Robert S. Washburn
ROBERT S. WASHBURN

s/ Albert J. Littman
ALBERT J. LITTMAN

s/ Sheila Vogel
SHEILA VOGEL

s/ Sam J. Whiting
SAM J. WHITING

s/ Harvey Diemer
HARVEY DIEMER

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CLARA)

On the 10th day of July, 1970, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ROBERT S. WASHBURN, ALBERT J. LITTMAN, SHEILA VOGEL, SAM J. WHITING and HARVEY DIEMER known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed same.

WITNESS my hand and official seal.

s/ Barbara L. Farrey
Notary Public in and for said
County and State

NOTARY SEAL

My Commission expires February 3, 1974