

MASTER ARTICLES OF INCORPORATION

OF

PGA WEST MASTER ASSOCIATION, INC.

1359884

ENDORSED  
FEB 20

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

DEC 12 1985

MARCH FONG EU, Secretary of State  
Carmelle M. Guy  
Deputy

ARTICLE I

Name

The name of the corporation is:

PGA WEST MASTER ASSOCIATION, INC.

(sometimes hereinafter referred to as the "Master Association").

ARTICLE II

Nonprofit

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

ARTICLE III

Agent for Service of Process

The name and address of this corporation's initial agent for service of process is:

Peter Sherman, Esq.  
c/o Landmark Land Company of California,  
Inc.  
74-333 Highway 111, Suite 204  
Palm Desert, California 92260

## ARTICLE IV

### Purposes

The specific and primary purposes for which the Master Association is formed are to provide for the maintenance, preservation and architectural control of the Condominiums, Lots, and Parcels within the real property in the City of La Quinta, Riverside County, California, commonly known as the "PGA West Project," and to promote the health, safety and welfare of the residents within said real property, as more particularly provided for in that certain Master Declaration of Covenants, Conditions and Restrictions (the "Master Declaration") executed with respect to said real property. 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 purpose of this corporation.

## ARTICLE V

### Membership

Every person or entity who is a record owner or who is the purchaser under an installment sales contract of a Condominium, a Lot, or a Parcel which is subject to the Master Declaration shall be a member of the Master Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of such Condominium, Lot or Parcel. Ownership of such Condominium, Lot or Parcel shall be the sole qualification for membership.

## ARTICLE VI

### Voting Rights

The voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be as set forth in the Master Bylaws of the Master Association.

## ARTICLE VII

### Board of Directors

(1) The affairs of this Master Association shall be managed by a Board of Directors, who need not be members of the Master Association. The number of Directors is set forth in the Bylaws.

(2) The names and addresses of the persons who are to act in the capacity of Directors of this Master Association until the selection of their successors are:

| <u>Name</u>           | <u>Address</u>   |
|-----------------------|--|
| Kevin Manning         | Post Office Box 1578<br>La Quinta, California 2253         |
| Phillip K. Smith, Jr. | 75-005 Country Club Drive<br>Palm Desert, California 92260 |
| James L. Resney       | 75-005 Country Club Drive<br>Palm Desert, California 92260 |
| Thomas Gilliam        | Post Office Box 1578<br>La Quinta, California 92253        |
| Michael E. Hulme      | 75-005 Country Club Drive<br>Palm Desert, California 92260 |
| Steve Walser          | Post Office Box 1578<br>La Quinta, California 92260        |
| Peter Sherman         | Post Office Box 1578<br>La Quinta, California 92253        |

## ARTICLE VIII

### Amendment

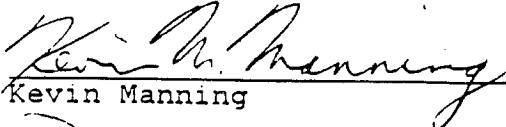
These Master Articles may be amended by the vote or written assent of a majority of the Board of Directors and (a) so long as there are three classes of voting membership, a majority of the total voting power of the Master Association; and (b) at least a majority of the votes of Class A and Class B members; and (c) thereafter, both (i) members representing a majority of the voting power of the Master Association, and (ii) a majority of the voting power of the Class A and Class B members (as defined in the Master Declaration); pro-

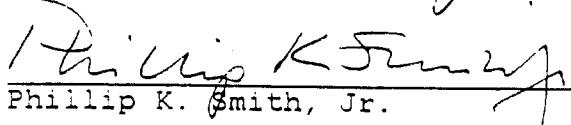
vided, however, that in those matters where the Master Declaration, the Master Bylaws, or these Master Articles specify a greater voting percentage for action, such greater percentage shall be required for amendment.

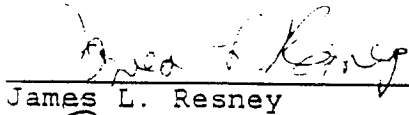
ARTICLE IX

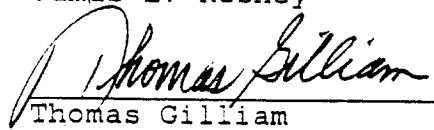
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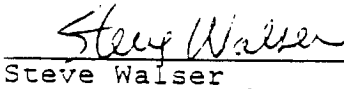
The Master Association shall exist perpetually.

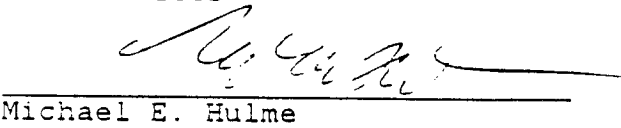
  
\_\_\_\_\_  
Kevin Manning

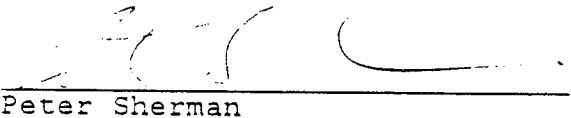
  
\_\_\_\_\_  
Phillip K. Smith, Jr.

  
\_\_\_\_\_  
James L. Resney

  
\_\_\_\_\_  
Thomas Gilliam

  
\_\_\_\_\_  
Steve Waiser

  
\_\_\_\_\_  
Michael E. Hulme

  
\_\_\_\_\_  
Peter Sherman

We declare under penalty of perjury under the laws of the State of California that we are the persons who executed the above Master Articles of Incorporation, and that this instrument is our act and deed.

Date: 11/8/85 Kevin M. Manning  
Kevin Manning

Date: 12/3/85 Phillip K. Smith, Jr.  
Phillip K. Smith, Jr.

Date: 12/3/85 James L. Resney  
James L. Resney

Date: 11/12/85 Thomas A. Gilliam  
Thomas Gilliam

Date: 11/8/85 Steve Walser  
Steve Walser

Date: 12/3/85 Michael E. Hulme  
Michael E. Hulme

Date: 11/3/85 Peter Sherman  
Peter Sherman