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Attn: William A. Halama, Esq.

We hereby certify this is a true and correct copy of the
original filed for record in the office of the Riverside
County Recorder on January 30, 1986
as Instrument No. 22072 in Book 1986
Page 22072 of Official Records.
TICOR TITLE INSURANCE COMPANY OF CALIFORNIA
BY L. W. Violante

FIRST AMENDMENT TO
MASTER DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR PGA WEST
RIVERSIDE COUNTY, CALIFORNIA

1. Identification.

This First Amendment to Master Declaration of Covenants, Conditions and Restrictions for PGA West, Riverside County, California (the "First Amendment to Master Declaration") is dated as of January 27, 1986, and is made by Landmark Land Company of California, Inc., a Delaware corporation (the "Declarant").

2. Recitals.

2.1 The Master Declaration of Covenants, Conditions and Restrictions for PGA West, Riverside County, California (the "Master Declaration"), was recorded on January 22, 1986, as Instrument No. 15569, in the Official Records of Riverside County, California.

2.2 The Master Declaration covers the Phase One Property which is owned by Sunrise La Quinta Company, a California Limited Partnership, as more particularly described in Exhibit "B," attached to the Master Declaration and incorporated therein.

2.3 The Declarant now desires to amend the Master Declaration as set forth herein, and the Master Declaration is hereby amended as provided below.

3. Amendments to Master Declaration.

3.1 Paragraph 3.4, Assessments on Annexed Phases, is hereby deleted in its entirety and in lieu thereof the following is hereby added to the Master Declaration:

"3.4 Commencement of Assessments. Assessments shall commence as to the Phase One Property on the first day of the month immediately succeeding the recordation of this Master Declaration. The Master Association shall assess the Owners of Parcels associated with each newly annexed Phase in accordance with the Percentage Share allocated to such Owners commencing on the first day of the month immediately succeeding the recordation of the Supplementary Declaration for such Phase."

3.2 Paragraph 4.4(a)(iii) of Paragraph 4.4, Voting Membership of the Association, is hereby deleted in its entirety and in lieu thereof, the following is hereby added to the Master Declaration:

"4.4(a)(iii) Class C. The Class C member shall be Declarant. The Class C membership shall not be considered a part of the voting power of the Association, and Declarant shall not be entitled to exercise any Class C vote except for the purpose of electing those Directors which the Class C membership is entitled to elect hereunder. Class C membership shall terminate upon the earlier to occur of the following events:

A. The later to occur of (i) the tenth anniversary of the first close of escrow for the sale of a Parcel pursuant to a transaction requiring the issuance of a final subdivision public report by the California Department of Real Estate; or (ii) the date on which the termination of the Class C membership is approved by the vote of Owners casting a majority of the total voting power of the Association residing in Owners other than Declarant.

B. The third anniversary of Declarant's most recent execution and recordation of a document entitled "Supplemental Declaration of Covenants, Conditions and Restrictions for PGA West (Master Association), Riverside County, California," pursuant to Paragraph 3.3 of the Master Declaration."

3.3 Paragraph 4.5, Board of Directors, is hereby deleted in its entirety and in lieu thereof the following is hereby added to the Master Declaration:

"4.5 Board of Directors.

4.5(a) There shall be seven (7) members of the Board. Class C members shall elect four (4) Directors for a period of seven (7) years beginning with the first close of escrow for the sale of a Parcel pursuant to a transaction requiring the issuance of a Final Subdivision Public Report by the California Department of Real Estate. Thereafter, Class C members shall elect two (2)

Directors so long as there is a Class C membership, and the two (2) members formerly elected by the Class C members shall be elected by Class A members. Upon termination of Class C memberships, all Directors theretofore elected by Class C members shall be elected by Class A members.

4.5(b) Class A members shall elect one (1) Director for a period of one (1) year beginning with the first close of escrow for the sale of a Parcel pursuant to a transaction requiring issuance of a Final Subdivision Public Report by the California Department of Real Estate. Thereafter, Class A members shall elect two (2) Directors.

4.5(c) Class B members shall elect two (2) Directors for a period of one (1) year. Thereafter for so long as there is a Class B membership, the Class B members shall elect one (1) Director, and the one (1) member formerly elected by the Class B members shall be elected by the Class A members. The Director theretofore elected by Class B members shall be elected by Class A members.

3.4 Paragraph 6.2(d) of Paragraph 6.2, Reservation of Easements, is hereby deleted in its entirety from the Master Declaration.

3.5 Paragraph 7.3(d)(ii) of Paragraph 7.3, Percentage Share, is hereby deleted in its entirety and in lieu thereof the following is hereby added to the Master Declaration:

"7.3(d)(ii) Costs for patrolling the portion of the Infrastructure conveyed to the Association, other than the residential entries, shall be allocated to the Association's gross budget."

3.6 The following Paragraph 7.3(d)(iv) is hereby added to Paragraph 7.3, Percentage Share, of the Master Declaration.

"7.3(d)(iv) Costs attributable to patrolling portions of the Landmark Property (other than as described in Paragraphs 7.3(d)(i), 7.3(d)(ii) and 7.3(d)(iii)) shall be paid by the Declarant."

3.7 Paragraph 4.6(b), Term of Office, is hereby deleted in its entirety and in lieu thereof, the following is hereby added to the Master Declaration:

"4.5(b) Term of Office. The initial terms of office for directors shall be as follows:

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407-138-860125

1 Class A director	2 years
1 Class B director	2 years
1 Class B director	1 year
2 Class C directors	2 years
2 Class C directors	1 year

Thereafter, successor directors shall be elected for two (2) year terms at the next annual meeting corresponding with the expiration of the terms."

3.8 No Other Changes. Except as hereby amended, the Master Declaration remains unchanged and in full force and effect.
