

State
of
California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, 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

SEP 16 1982



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
BIXBY VILLAGE COMMUNITY ASSOCIATION

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

SEP 3 1982

MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

JAMES B. BULLITT AND IRVIN STERMAN certify that:

1. They are the President and Secretary, respectively, of BIXBY VILLAGE COMMUNITY ASSOCIATION, a California corporation.
2. The Articles of this corporation are hereby amended to read as follows:

"ARTICLE I

NAME

The name of this corporation shall be: BIXBY VILLAGE COMMUNITY ASSOCIATION ("Association").

ARTICLE II

NONPROFIT LAWS AND PURPOSES

(a) This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The corporation hereby elects to be governed by all of the provisions of said Law.

(b) The specific purpose for which the Association is formed is the provision of community services and facilities (or to contract for the provision hereof) for the general use, benefit and welfare of the owners and/or occupants of the residences situated within that certain real property located in the City of

Long Beach, Los Angeles County, California, and commonly known as Bixby Village.

(c) In connection with the foregoing purposes, a Declaration of Covenants, Conditions and Restrictions ("Declaration"), which encumbers that real property described as the "Covered Property" in the Declaration, has been (or will be) recorded in the official records of Los Angeles County, California, by the Declarant. Included in the Association's purposes, as hereinabove set forth, is the performance of all lawful acts as shall generally benefit the Covered Property, including, without limitation, the management and maintenance of the Covered Property and the preservation of the value, desirability and attractiveness thereof (all in accordance with the terms of the Declaration), as well as the disbursement and the allocation of funds as set forth therein.

ARTICLE III

LIMITS ON ACTIVITIES AND POWERS

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 IV

BYLAWS

The different classes of membership in the Association, if any, together with the respective voting and other rights and privileges of each class of said membership, shall be as set

forth in the provisions therefor made in the Bylaws of the Association. The provisions for the election and the term of office of the directors, and for the adoption, approval, and use by the Association of membership certificates setting forth thereon the rights and privileges of said Members, shall also be as set forth in the Bylaws of the Association.

ARTICLE V

DISSOLUTION

Upon dissolution of the Association, the net assets remaining after satisfaction of all just debts and obligations of the Association shall not inure to the benefit of the Members of the Association, but shall be distributed to any other nonprofit corporation organized for purposes similar to the Association or to a city, county or other public agency with the intent of carrying out the purposes of the Association.

ARTICLE VI

RESERVE FOR REPLACEMENTS

The Association shall establish and maintain one or more reserve fund(s) for replacements, any operating requirement of the Association, or any other contingency determined by the Board, and payment shall be made annually to such reserve fund(s) in such amounts as are established by the Board. Such fund or funds shall be deposited in a special account with a safe and responsible depository and may be in the form of a cash deposit or invested in obligations of, or fully guaranteed as to principal by, the

United States of America. A separate account shall be maintained for the deposit of funds collected for each purpose determined by the Board. The reserve fund or funds is for the purpose of effecting replacement for structural elements and mechanical equipment of any recreational or other facilities owned by the Association or owned in common by the Members of the Association and maintained by the Association pursuant to the Declaration, or for any other purposes as may be determined by the Board.

ARTICLE VII

LIMITATIONS ON ACTIONS - HUD

If and so long as a contract of mortgage insurance issued by the Department of Housing and Urban Development ("HUD") continues in effect with respect to a unit of property located on the Covered Property, and during such further period of time as the Secretary of HUD ("Secretary") is the owner of such unit or holder, or reinsurer of any such mortgage, or during any such time the Secretary is obligated to insure a mortgage on any such unit or property, the following actions of the Board shall require the prior written approval of the Secretary:

(a) the failure to allocate a minimum amount approved by HUD for monthly payments to the reserve fund for replacements;

(b) the making of disbursements from the reserve fund for replacements;

(c) the execution of a contract for the professional management of the Covered Property;

(d) the dedicating, leasing, mortgaging or selling of any real or personal property of the Association.


ARTICLE VIII

AMENDMENT OF ARTICLES


The amendment, alteration or repeal of any provision contained in these Articles of Incorporation shall require both a resolution of the Board of Directors and the vote or written assent of (a) not less than a majority of the voting power of the Association and (b) not less than a majority of the voting power of the Members other than the "Declarant" as that term is defined in the Declaration; all rights and powers conferred herein on Members, directors and officers being subject to this reserved power. In addition to the foregoing, so long as there is a Class B membership as provided in the Bylaws and the Declaration, these Articles of Incorporation may be amended, altered, changed or repealed only by the vote or written assent of a majority of the voting power of each of the Class A and Class B membership."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.



JAMES B. BULLITT



IRVIN STERMAN

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Beverly Hills on July 27, 1982.


JAMES B. BULLITT


IRVIN STERMAN