



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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

APR 19 1990



March Fong Eu

Secretary of State

ENDORSED
FILEDIn the office of the Secretary of State
of the State of California

MAR 19 1990

MARCH FONGEU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC.

JUDY ASHTON and LOIS MAYO certify that:

1. They are the president and secretary, respectively of Arrowhead Woods Architectural Committee, Inc., a California corporation.

2. Article II of the Articles of Incorporation of this corporation is amended to read as follows:

"Article II

A. This corporation is a non profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for public purposes.

B. The specific purpose of this corporation is to enforce the covenants, conditions and restrictions in that area of San Bernardino County, more commonly referred to as "Arrowhead Woods."

3. Article III of the Articles of Incorporation of this corporation is amended to read as follows:

"Article III

This corporation is organized and operated exclusively for public purposes within the meaning of Section 501(c)(4) of the internal Revenue Code."

4. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

"Article IV

The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision


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for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code.

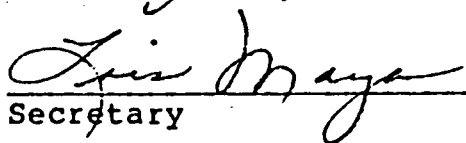
5. The corporation has no members and the foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: February 15, 1990



President



Secretary



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate 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 10 1988



March Fong Eu

Secretary of State



1442745

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

AUG 8 1988

ARTICLES OF INCORPORATION

OF

MARCH FONG EU, Secretary of State

ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC.

I

The name of this corporation is ARROWHEAD WOODS
ARCHITECTURAL COMMITTEE, INC.

II

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.

B. The specific purpose of this corporation is to enforce
the covenants, conditions and restrictions in that area of San
Bernardino County, more commonly referred to as "Arrowhead Woods".

III

The name and address in the State of California of this
corporation's initial agent for service of process is: Lois Mayo,
1133 St. Bernard Way, Lake Arrowhead, California 92352.

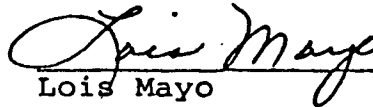
IV

Notwithstanding any of the above statements of purposes and
powers, this corporation shall not, except to an insubstantial

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degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Dated this 18 day of July, 1988, at Lake Arrowhead, California.


Lois Mayo

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Lois Mayo

BYLAWS OF ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC.
a California Nonprofit Mutual Benefit Corporation

ARTICLE I
NAME

The name of this corporation is ARROWHEAD WOODS ARCHITECTURAL COMMITTEE, INC.

ARTICLE II
OFFICES OF THE CORPORATION

The principal office for the transaction of affairs and business of the corporation is 1133 St. Bernard Way, P.O. Box 2026, Lake Arrowhead, San Bernardino County, California, 92352. The board of directors of the corporation may change the principal office from one location to another. Any change in location of the principal office shall be noted by the secretary on these bylaws, or this section may be amended to state the new location.

ARTICLE III
PURPOSE OF THE CORPORATION

The corporation was formed to preserve and protect the interest of property owners at Lake Arrowhead in that area commonly referred to as Arrowhead Woods. To preserve and protect that portion of the Covenants, Conditions and Restrictions (CC&Rs) for Arrowhead Woods having to do with new construction, remodeling, outbuildings, fences or other structures, trees, and all of the roots, branches and parts thereof, and other matters referred to in the CC&Rs.

ARTICLE IV
DIRECTORS OF THE CORPORATION

Section 1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require approval of the directors, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by and under the board's direction.

Section 2. Number and Qualifications

The corporation shall consist of at least five, but no more than seven members of the board of directors all willing to conform to the bylaws of this corporation and dedicated to the purpose of this corporation.

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SEP 14 90

Section 3. Selection of Board of Directors

Prospective directors shall submit to the secretary a written request detailing their interest to serve. The current sitting directors shall review requests and conduct a personal interview. A majority vote by the then sitting directors shall constitute approval.

Section 4. Vacancies on the Board of Directors of the Corporation

A vacancy on the board shall exist on the occurrence of the following: (a) death or resignation of any director, (b) vote by a majority of the board of directors to remove any director of the corporation for reasons given in Section 6, at any regular meeting.

Section 5. Resignations

Any director of the corporation may resign by giving written notice to the President, or to the secretary.

Section 6. Termination of a Board of Director of the Corporation

Any member of the board of directors of the corporation may be terminated who has failed to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation, or has missed an excessive number of meetings without an excuse.

Section 7. Filling a vacancy on the Board of Directors of the Corporation

The procedure for filling a vacancy shall be the same as for selection of a board of director of the corporation.

ARTICLE V MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION

Section 1. Annual Meetings of the Board of Directors of the corporation

The annual meeting of the corporation shall be held within forty-five days of the end of fiscal year. The specific date, time and location shall be designated by the board of directors. At this meeting officers will be elected and any other proper business may be transacted.

Section 2. Special Meetings of the Board of Directors of the Corporation

A special meeting of the corporation may be called at any time by the President or any board of director of the corporation.

Section 3. Regular Meetings of the Board of Directors of the Corporation

Regular meetings of the board of directors of the corporation shall be held the second and fourth Thursday of each calendar month preceeding the meeting of the Arrowhead Woods Architectural Committee.

Section 4 Notice of Meetings

Notice of special and annual meetings shall be in writing to the board of directors of the corporation, and shall be given at least ten days before the meeting date. The notice shall specify the place, date and hour of the meeting, and shall give the general nature of the business to be transacted.

ARTICLE V VOTING

Section 1. Quorum

Four directors shall constitute a quorum for the transaction of business at any meeting of the board of directors of the corporation.

Section 2. Eligibility to Vote

Each board of director shall be entitled to one vote on each matter submitted to a vote.

Section 3. Manner of Casting Votes

Voting may be by voice or ballot, except that any election of directors must be by ballot

Section 4. Approval by Majority Vote

The affirmative vote of the majority of the voting directors shall constitute approval.

ARTICLE VI OFFICERS OF THE CORPORATION

Section 1. Officers of the Corporation shall be as follows.

President	Vice-President
Secretary/Treasurer	

Section 2. Selection of corporate officers.

Officers shall be elected by the majority of the then sitting board of directors at the annual meeting of the corporation, and shall serve at the pleasure of the board of directors of the corporation.

Section 3. Vacancies in office.

Any officer may resign at any time by giving written notice to the corporation. A vacancy in any office because of death, resignation or any other cause shall be filled in the manner prescribed in the selection of officers.

ARTICLE VII
DUTIES OF OFFICERS OF THE CORPORATION

SECTION 1. President

The president shall preside over all meetings of the board of directors. The president shall have such other powers and duties as the board or bylaws may prescribe. The president will act as chairperson of the Arrowhead Woods Architectural Committee.

Section 2. Vice-President

In the absence of the president, the vice president shall perform all duties of the president. The vice president shall have such other powers and duties as the board or the bylaws may prescribe.

Section 3. Secretary/Treasurer

The secretary/treasurer shall keep, at the corporation's principal office a book of minutes of all meetings, proceeding, and actions of the board of directors of the corporation, and committees of the board. The secretary/treasurer shall keep, at the principal office, a copy of the articles of incorporation and bylaws. The secretary/treasurer shall keep and maintain adequate and correct books and accounts of the corporation, shall deposit all monies in the name and to the credit of the corporation, shall disburse the corporation's funds as the board may order, shall give to the board an accounting of all transactions and the financial condition of the corporation. The secretary/treasurer shall have such other powers and duties as the board or bylaws may prescribe.

ARTICLE VIII
COMMITTEE OF THE CORPORATION

Section 1. Name of the Committee.

The committee shall be known as the Arrowhead Woods Architectural Committee commonly referred to as A.W.A.C.

Section 2. Purpose of the Committee

The Arrowhead Woods Architectural Committee functions to uphold the purposes of the Arrowhead Woods Architectural Committee, Inc. and is empowered to act in matters relating to all manner of construction and the trees, roots, branches and parts thereof, and other matters referred to in the Covenants, Conditions and Restrictions (CC&Rs) established for Arrowhead Woods.

Section 3. Members of the Committee

The members of the committee will be comprised of members of the Arrowhead Woods Architectural Committee, Inc. board of directors.

Section 4. Chairperson and Duties of the Chairperson

The chairman shall be the current president of the board of directors of the corporation. In the absence of the president the duty shall be assumed by the vice-president. The chairperson shall not have a vote unless there is a tie vote.

Section 5. Meetings of the Arrowhead Woods Architectural Committee

The Committee shall hold meetings on the second and fourth Thursday of each calendar month at 9:00 a.m. at the meeting room of Fire Station #1, Lake Arrowhead, California, San Bernardino County for the purposes of reviewing construction plans placed on the agenda, and other related business to come before the Committee.

Section 6. Meeting Agenda

The agenda will be prepared by the secretary and mailed five days before the scheduled meeting.

Section 7. Meeting Procedure

1. Review Procedure

The committee will review each set of plans using due caution and care to consider the needs of the property owner, and the construction standards for Arrowhead Woods as set forth in the CC&Rs.

2. Voting Procedure

A. After review and discussion by committee members. A motion shall be made and seconded for action on the plans as submitted for approval, conditional approval, or rejection. The chairperson calls for a vote. Affirmation is by a

majority voice vote of the voting members.

- B. Minutes of each action shall be taken by the recording secretary and made a part of the committee's records.

Section 7. Notification of Property Owner or Their Agent.

Following each meeting the recording secretary will notify the property owner or their agent in writing of the decision of the committee.

ARTICLE VIII
MISCELLANEOUS

Section 1. Fiscal year

The fiscal year of this corporation shall end on April thirtieth.

Section 2. Indemnification

To the fullest extent permitted by law and the California Corporations Code, this corporation shall indemnify its directors, officers, and employees.

Section 3. Insurance

The corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, and employees against any liability asserted against or incurred in such capacity.

Section 4. Books and Records

(A) The corporation shall keep:

1. Adequate and correct books and records of account.
2. Minutes of all meetings.

Section 5. Inspection by Directors

Any director of the corporation shall have the right to inspect the corporation's books, records, and any other documents of the corporation.

Section 6. Annual Report

An annual report shall be prepared and distributed to the board of directors of the corporation within forty-five days of the end of the fiscal year. This report shall contain a balance sheet, and an income and

expense statement. The annual report shall be prepared and distributed to all board of directors of the corporation ten days prior to the annual meeting.

Section 7. Bylaws.

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of the then sitting board of directors of the Corporation. The original shall be maintained and open to inspection at the principal office.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Arrowhead Woods Architectural Committee, Inc., a California nonprofit mutual benefit corporation, that the above bylaws, consisting of 7 pages, are the bylaws of this corporation as adopted by the board of directors on 8-25-88 and that they have not been amended or modified since that date.

Executed on August 25, 88 at Los Angeles California

[Signature]
Secretary

STATE OF CALIFORNIA

FRANCHISE TAX BOARD
P. O. BOX 651
SACRAMENTO, CA 95812-0651



June 11, 1990

In reply refer to
344:G :RDM

ARROWHEAD WOODS ARCHITECTURAL COMMITTEE,
INC.
LOIS MAYO
PO BX 2026
LAKE ARROWHEA CA 92352

Purpose : SOCIAL WELFARE
Code Section : 23701f
Form of Organization : Corporation
Accounting Period Ending: April 30
Organization Number : 1442745 AW2AC

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on your stated purposes and with the understanding that your present operations will continue or will be as proposed in your application. Any changes in operation, character, or purposes must be reported to this office immediately for consideration of their effect upon your exempt status. You must also report any change in name or address.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to

June 11, 1990

ARROWHEAD WOODS ARCHITECTURAL COMMITTEE,

Corporate Number 1442745 AW2AC

Page 2

file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

A SCOTT/RDM

EXEMPT ORGANIZATION

GENERAL AUDIT

Telephone (916) 369-4171

EO :

STATE OF CALIFORNIA

FRANCHISE TAX BOARD
P. O. BOX 651
SACRAMENTO, CA 95812-0651

June 11, 1990

In reply refer to
344:G :RDM

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June 11, 1990
ARROWHEAD WOODS ARCHITECTURAL COMMITTEE,
Corporate Number 1442745 AW2AC
Page 2

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Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

A SCOTT/RDM
EXEMPT ORGANIZATION
GENERAL AUDIT
Telephone (916) 369-4171

EO :

COPY

RECEIVED

SEP 11 1989

Internal Revenue Service
District Director

Department of the Treasury

Date: SEP 11 1989

Arrowhead Woods Architectural
Committee Inc.
1133 St. Bernard Way
Lake Arrowhead, CA 92352

Employer Identification Number:
33-0208452
Case Number:
959188038
Person to Contact:
George Lopez
Contact Telephone Number:
(213) 725-6619
Internal Revenue Code
Section 501(c)(4)

Accounting Period Ending:
April 30
Form 990 Required: Yes No

Caveat Applies: Yes

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under the provisions of the Internal Revenue Code section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

The box checked at the top of this letter shows whether you must file Form 990, Return of Organization Exempt from Income Tax. If Yes is checked, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law provides for a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay. This penalty may also be charged if a return is not complete. So, please make sure your return is complete before you file it.

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CHARITABLE TRUSTS
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You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If the heading of this letter indicates that a caveat applies, the caveat below is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and private foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Brian McMahon
Acting
District Director

- CAVEAT -

Donors may not deduct contributions to you because you are not an organization described in Section 170(c) of the Code.

Under Section 6113, any fundraising solicitation you make must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to you are not deductible as charitable contributions for Federal Income Tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.