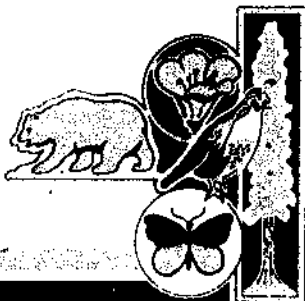


**If this document contains any restriction based on race, color, religion, sex, familial status, marital status, disability, national origin, or ancestry, that restriction violates State and Federal Fair Housing Laws and is void. Any person holding an interest in this property may request that the county recorder remove the restrictive covenant language pursuant to subdivision (c) of Section 12956.1 of the Government Code.**



# 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 was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

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

NOV 25 1917



*March Fong Eu*

Secretary of State

1252361

( )PB( )RE(-FNU( )OC( )BL( )NG

ARTICLES OF INCORPORATION  
OF

LAS BRISAS MASTER HOMEOWNERS ASSOCIATION

FILED

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

JUL 25 1984

MARCH FONG EU, Secretary of State

By *[Signature]*  
Deputy

I.

The name of this Corporation is LAS BRISAS MASTER HOMEOWNERS ASSOCIATION.

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 provide for the management, administration, maintenance, preservation and control of the Covered Property, located in the County of Riverside, State of California, as described and defined in the recorded Declaration of Covenants, Conditions and Restrictions for Las Brisas Master Association ("Declaration").

III.


The name and address in the State of California of this Corporation's initial agent for service of process is:

GARY LEVEN  
2716 Ocean Park Boulevard  
Santa Monica, CA 90406


IV.

These Articles of Incorporation may be amended by the Board by the vote or written assent of a majority of the total Unit Votes of the Board eligible to be cast but only after the proposed amendment has been referred to the Sub-Associations for a vote by members in the manner specified in Article VI, Section 4 of the recorded Master Declaration of Covenants, Conditions and Restrictions for Las Brisas Master Association.

DATED: July 24, 1984

  
IRWIN L. GOLDS

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

  
IRWIN L. GOLDS

NAME CHANGED TO: LAS BRISAS MASTER ASSOCIATION

1252361

A286126

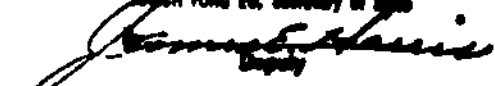
FILED

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

AUG 3 1984

MURCH FONG FU, Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
LAS BRISAS MASTER HOMEOWNERS ASSOCIATION



IRWIN L. GOLDS hereby certifies that:

1. That he is the sole Incorporator of Las Brisas Master Homeowners Association, a California nonprofit mutual benefit corporation.

2. That he adopts the following amendment to the Articles of Incorporation of the Corporation:

Article I is amended to read:

"The name of this Corporation is LAS BRISAS MASTER ASSOCIATION".

3. No directors were named in the original articles.

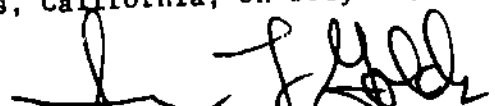
4. No directors have been elected and the Corporation has no members.

Dated: July 30, 1984

  
IRWIN L. GOLDS, Incorporator

The undersigned hereby declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Palm Springs, California, on July 30, 1984.

  
IRWIN L. GOLDS

NETO:

DESERT BREEZES MASTER ASSOCIATION

12528 /

A288139

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
LAS BRISAS MASTER ASSOCIATION

**FILED**  
in the office of the Secretary of State  
of the State of California  
**SEP 26 1984**  
CLARENCE KING, JR., Secretary of State  
Daphne

IRWIN L. GOLDS hereby certifies that:

1. He is the sole Incorporator of Las Brisas Master Association, a California nonprofit mutual benefit corporation.
2. He adopts the following amendment to the Articles of Incorporation.

Article I is amended to read:

"The name of this Corporation is DESERT BREEZES MASTER ASSOCIATION".

3. No directors were named in the original Articles.
4. No directors have been elected and the Corporation has no members.

Dated: September 24, 1984

  
IRWIN L. GOLDS, Incorporator

The undersigned hereby declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Palm Springs, California, on September 24, 1984.

  
IRWIN L. GOLDS

"EXHIBIT A"

RESTATED

ARTICLES OF INCORPORATION

ELIZABETH G. WILLIAMS and EVELYN LEWIS certify that:

1. They are the President and Secretary, respectively, of DESERT BREEZES MASTER ASSOCIATION, a California corporation.
2. The articles of incorporation of this corporation are amended and restated as follows:

I

The name of this corporation is DESERT BREEZES MASTER ASSOCIATION.

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 provide for the management, administration, maintenance, preservation, and architectural control of that certain real property located in the County of Riverside, California, described as Phase I - Desert Breezes Casas; Phase I - Desert Breezes Villas; Phase I - Desert Breezes Resort Timeshare; Phase I - Declarant's property inclusive of Tennis Club Property (Lot 47), Administration Building Property (Lot 45), Future Development Area (Lot 46); Phase I - Desert Breezes Main Drive inclusive of Entry Lot A and street lots B, C, and D; and Phase I - Desert Breezes Landscape Buffer inclusive of Lots F, G, J, K, and M of tract 19748-1, together with any property subsequently annexed thereto.

III

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

Woody G. Cary  
E. G. Williams Company, Inc.  
43875 Washington Street  
Palm Desert, CA 92260

IV

These articles of incorporation may be amended by the vote or written assent of at least a bare majority of the votes of the Board of Directors and at least a bare majority of the voting power of the Association, which shall include at least a bare majority of the votes of Members other than the subdivider, and the approval of each class of Members so long as the two classes voting structure described in the Bylaws remains in effect.

V

Notwithstanding any of the above statements of purpose 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 purposes of this corporation.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of members.

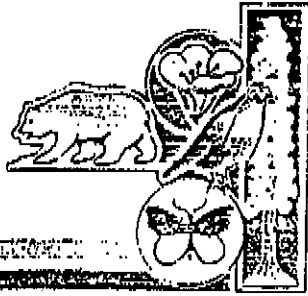
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 10/3/85

Elizabeth G. Williams  
Elizabeth G. Williams, President

Evelyn Lewis  
Evelyn Lewis, Secretary





State  
of  
California

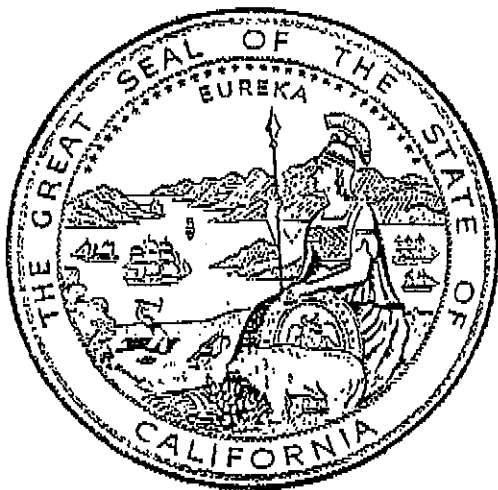
OFFICE OF THE SECRETARY OF STATE

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

OCT 11 1984



*March Fong Eu*

Secretary of State

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

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

OCT 11 1984  
MARCH FONG FU, Secretary of State  
By JAMES E. HARRIS  
Deputy

Bobbi Enger certifies:

1. That she is the sole Incorporator of Las Brisas Resort Timeshare Owners Association, a California nonprofit mutual benefit corporation.

2. The articles of incorporation of this corporation are amended and restated to read as follows:

FIRST: The name of this corporation is Desert Breezes Resort Timeshare Owners Association (the "Association").

SECOND: 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. The following purpose is included within the foregoing purpose:

To further and promote the interests and welfare of the owners of Timeshares in the Desert Breezes Resort Timeshare Resort located in Riverside County, California.

THIRD: This corporation shall have no capital stock and shares therein shall not be issued. The Association shall have two classes of members, the qualifications for each of which shall be those prescribed in the Association's Bylaws. The interest of each member may be evidenced by a

certificate or other written documentation issued by the Association under the terms to be fixed by its Bylaws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges or liabilities of membership.

FOURTH: This Association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Association be distributed to, or inure to the benefit of, any member, director or officer of this Association or other private individual, either directly or indirectly, except upon winding upon and dissolution. Upon the winding up and dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets may be distributed to the members of the Association as provided in the Bylaws. Except as provided in Article IX of the Declaration of Covenants, Conditions and Restrictions for Timeshare Ownership (Desert Breezes Resort), as recorded in the office of the County Recorder for Riverside County, California:

(a) The Association or any person acting on its behalf shall not:

(1) Transfer all or substantially all of its assets; or

(2) File a certificate of dissolution;  
and

(b) No court shall enter an order declaring  
the Association duly wound up and dissolved.

FIFTH: Subject to the limitations of the Non-  
profit Mutual Benefit Corporation Law of the State of Cali-  
fornia, an amendment of these Articles may be adopted by  
complying with the provisions of the Bylaws regarding amend-  
ment.

SIXTH: The name and address in this state of the  
Association's initial agent for service of process is:


Gary Leven, Esq.  
2716 Ocean Park Boulevard  
Santa Monica, CA 90406

3. That no directors were named in the original  
Articles of Incorporation and no directors have been elected.

4. That this corporation has admitted no members.

I 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 my own  
knowledge.

Dated: October 11, 1984

  
Bobbi Enger, Sole Incorporator

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

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

OCT 11 1984

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS  
Deputy

Bobbi Enger certifies:

1. That she is the sole Incorporator of Las Brisas Resort Timeshare Owners Association, a California nonprofit mutual benefit corporation.

2. The articles of incorporation of this corporation are amended and restated to read as follows:

FIRST: The name of this corporation is Desert Breezes Resort Timeshare Owners Association (the "Association").

SECOND: 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. The following purpose is included within the foregoing purpose:

To further and promote the interests and welfare of the owners of Timeshares in the Desert Breezes Resort Timeshare Resort located in Riverside County, California.

THIRD: This corporation shall have no capital stock and shares therein shall not be issued. The Association shall have two classes of members, the qualifications for each of which shall be those prescribed in the Association's Bylaws. The interest of each member may be evidenced by a certificate or other written documentation issued by the Association under the terms to be fixed by its Bylaws. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges or liabilities of membership.

FOURTH: This Association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this Association be distributed to, or inure to the benefit of, any member, director or officer of this Association or other private individual, either directly or indirectly, except upon winding up and dissolution. Upon the winding up and dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets may be distributed to the members of the Association as provided in the Bylaws. Except as provided in Article IX of the Declaration of Covenants, Conditions and Restrictions for Timeshare Ownership (Desert Breezes Resort), as recorded in the office of the County Recorder for Riverside County, California:

(a) The Association or any person acting on its behalf shall not:

- (1) Transfer all or substantially all of its assets; or
- (2) File a certificate of dissolution; and

(b) No court shall enter an order declaring the Association duly wound up and dissolved.

FIFTH: Subject to the limitations of the Nonprofit Mutual Benefit Corporation Law of the State of California, an amendment of these Articles may be adopted by complying with the provisions of the Bylaws regarding amendment.

SIXTH: The name and address in this state of the Association's initial agent for service of process is:

Gary Leven, Esq.  
2716 Ocean Park Boulevard  
Santa Monica, CA 90406

3. That no directors were named in the original Articles of Incorporation and no directors have been elected.

4. That this corporation has admitted no members.

I further declare under penalty of perjury under the laws of the State of California that the matter set forth in this certificate are true and correct of my own knowledge.

Dated: October 11, 1984

S/S

Bobbi Enger, Sole Incorporator