

State of California

SECRETARY OF STATE



UK

2 pages

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, 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

OCT 16 1998



Bill Jones

Secretary of State

**ARTICLES OF INCORPORATION
OF
PGA WEST FAIRWAYS ASSOCIATION**

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

OCT 15 1998

BILL JONES, Secretary of State

ARTICLE I.

NAME

The name of this corporation is PGA WEST Fairways Association.

ARTICLE II.

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.

(b) The specific and primary purpose for which this corporation is formed is to provide for the acquisition, construction, management, maintenance, and care of real and personal property held by this corporation, or commonly held by the members of this corporation, or within this corporation privately held by such members, all as described in a declaration of covenants, conditions and restrictions (the "Declaration") which defines this corporation as the "Association" in the Article thereof entitled "Definitions" and has been or will be recorded in the County of Riverside by KSL Land IV Corporation, a Delaware corporation.

(c) The corporation is an association formed to manage the Common Interest Development located at the cross streets of Madison Street and Airport Boulevard within an area covered by Zip Code 92253-0000 which was created under the Davis-Stirling Common Interest Development Act.

ARTICLE III.

PRINCIPAL PLACE OF BUSINESS

The current business or corporate address of the corporation is c/o KSL Land IV Corporation, 56-140 PGA Boulevard, La Quinta, CA 92253.

ARTICLE IV.

INITIAL AGENT

The name and address of the initial agent of the corporation for service of process is Barbara Larsh, c/o KSL Land IV Corporation, 56-140 PGA Boulevard, La Quinta, CA 92253.

ARTICLE V.

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 not less than a majority of the voting power of the corporation, and all rights and powers conferred herein on members, directors and officers are subject to this reserved power. In addition to the foregoing, as long as there is a Class B membership as provided in the Declaration, any amendment of these Articles of Incorporation must also be approved by the vote or written assent of not less than a majority of the voting power of each of the Class A and Class B memberships. Once the Class B membership has been converted to Class A membership, any amendment of these Articles of Incorporation must also be approved by the vote or written assent of not less than a majority of the voting power of the Association as well as the vote or written assent of not less than a majority of the total voting power of Members other than the Declarant, as such term is defined in the Declaration.

ARTICLE VI.

ACTIVITIES AND POWERS

(a) 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 purposes of this corporation.

(b) If the corporation elects to employ a managing agent, the name and address of the corporation's managing agent shall be provided in the statement of principal business activity contained in the annual statement filed by the corporation with the Secretary of State pursuant to Section 8210 of the California Corporations Code.

DATED: 10/13/98

Barbara Larsh
Signature of Incorporator

Barbara Larsh
Type Name of Incorporator

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

Barbara Larsh
Signature of Incorporator

