

For Your Information  
R. Craig McManigal

AI-17339

JW:slm 7/2/74  
File No. 25669

708141

ARTICLES OF INCORPORATION

OF

ARROWHEAD LAKE ASSOCIATION

ARTICLE I

NAME

The name of this corporation is:

ARROWHEAD LAKE ASSOCIATION

ARTICLE II

PURPOSES AND POWERS

The purposes for which this Corporation is formed are:

A. Specific Purpose: To provide nonprofit recreational facilities and activities on and around Lake Arrowhead, exclusively for the use and enjoyment of the owners of the real property in Arrowhead Woods, their families and guests.

B. General Purposes:

1. To acquire and own resources and facilities including but not limited to Lake Arrowhead, and to manage, regulate, improve and maintain them, in a manner consistent with this Corporation's nonprofit recreational purpose.

2. To maintain and improve the ecology and environment of Lake Arrowhead and Arrowhead Woods.

3. To have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property.

The foregoing statement of purposes shall be construed as a statement both of purposes and powers, and purposes and powers in each clause shall be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE III

ORGANIZATION

This Corporation is organized for nonprofit purposes, pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof.

ORIGINAL FILED

AUG 26 1974

V. DENNIS WARDLE  
COUNTY CLERK

ENDORSED  
FILED

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

JUL 2 1974

EDMUND G. BROWN Jr., Secretary of State  
By BILL HOLDEN  
Deputy

## ARTICLE IV

PRINCIPAL OFFICE

The county in this State where the principal office for the transaction of the business of the Corporation is located is San Bernardino County.

## ARTICLE V

DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of not less than seven (7) nor more than ten (10) Directors. The exact number of Directors, within the limits specified, shall be fixed by a By-Law or amendment thereof duly adopted by members of the Corporation or; by the Board of Directors. Such indefinite number may be changed, or a definite number fixed without provision for an indefinite number, by a By-Law duly adopted by the members.

B. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
JANET L. WIEDENHEFT	9665 Wilshire Boulevard The Seventh Floor Beverly Hills, California 90212
CAROLE BALL	9665 Wilshire Boulevard The Seventh Floor Beverly Hills, California 90212
LAWRENCE R. RESNICK	9665 Wilshire Boulevard The Seventh Floor Beverly Hills, California 90212
REX A. MCKITTRICK	9665 Wilshire Boulevard The Seventh Floor Beverly Hills, California 90212
ELAINE SMOOTS	9665 Wilshire Boulevard The Seventh Floor Beverly Hills, California 90212
LOWELL R. MARKS	9665 Wilshire Boulevard The Seventh Floor Beverly Hills, California 90212
ROBERT M. SNADER	9665 Wilshire Boulevard The Seventh Floor Beverly Hills, California 90212

## ARTICLE VI

MEMBERS

A. The authorized number, if any, and qualifications of members of the Corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members,

and their liability for dues and assessments and the method of collection, and the termination and transfer of membership shall be as provided in the By-Laws. Provided, however, that if the voting, property or other rights or interests, or any of them, be unequal, the By-Laws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members are fixed and determined.

B. Members of this Corporation are not personally liable for the debts, liabilities or obligations of the Corporation.

C. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as a unanimous vote of such directors.

## ARTICLE VII

### DEDICATION AND DISSOLUTION

A. This Corporation is organized for nonprofit purposes.

B. The property, assets, profits, and net income of this Corporation are irrevocably dedicated to nonprofit recreational purposes not inconsistent with the ecology of Lake Arrowhead and the Arrowhead Woods, and no part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer, member or other private interests other than for the general benefit to the Arrowhead Woods.

C. On the winding up or dissolution of this Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed as follows: The assets, including but not limited to Lake Arrowhead and the facilities developed or acquired by this Corporation, are to be distributed in such a manner as to remain available exclusively, on a nonprofit basis, for the recreational use and enjoyment of the owners of real property in the Arrowhead Woods Community. All matters pertaining to said distribution, in compliance with this Article VII C, and any disputes which may arise with respect to said distribution, shall be conclusively determined and resolved by the Superior Court of San Bernardino County. The assets of this Corporation shall not be distributed to its members, officers or directors.

D. If this Corporation holds any assets in trust, such assets shall, on dissolution, be disposed of in such a manner as may be directed by decree of the superior court of the county in which this Corporation's principal office is located, on petition therefor by the Attorney General or by any person concerned in the liquidation.

## ARTICLE VIII

### STOCK NOT AUTHORIZED

This Corporation is not authorized, nor shall it have the power, to issue capital stock.

IN WITNESS WHEREOF, the undersigned, being all of the persons

hereinabove named as the first Directors, have executed these Articles of Incorporation on July 2, 1974.

*Janet L. Wiedenheft*  
\_\_\_\_\_  
JANET L. WIEDENHEFT

*Carole Ball*  
\_\_\_\_\_  
CAROLE BALL

*Lawrence R. Resnick*  
\_\_\_\_\_  
LAWRENCE R. RESNICK

*Rex A. McKittrick*  
\_\_\_\_\_  
REX A. MCKITTRICK

*Elaine Smoots*  
\_\_\_\_\_  
ELAINE SMOOTS

*Lowell R. Marks*  
\_\_\_\_\_  
LOWELL R. MARKS

*Robert M. Snader*  
\_\_\_\_\_  
ROBERT M. SNADER

DIRECTORS

STATE OF CALIFORNIA            )  
   ) ss.  
 COUNTY OF LOS ANGELES        )

On July 2, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared JANET L. WIEDENHEFT, CAROLE BALL, LAWRENCE R. RESNICK, REX A. MCKITTRICK, ELAINE SMOOTS, LOWELL R. MARKS and ROBERT M. SNADER known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.

*Martha C. McMartin*

Notary Public in and for said State

