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

MAR 20 2000

Bill Jones
BILL JONES, Secretary of State

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

PALM DESERT RECREATIONAL FACILITIES CORPORATION

A California Nonprofit Public Benefit Corporation

NOW THEREFORE, the Articles are amended as follows:

ARTICLE I

The name of this corporation is Palm Desert Recreational Facilities Corporation.

ARTICLE II

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

B. The specific purpose of this corporation is to lease, operate and manage a restaurant and bar in the Desert Willow Golf Course in Palm Desert, California, and any other recreation facilities determined by the City of Palm Desert.

ARTICLE III

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these

Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV

The principal office for the transaction of the business of this corporation is to be located in the City of Palm Desert, County of Palm Desert, State of California.

ARTICLE V

The income of this corporation shall not inure to the benefit of any private person. All income of this corporation shall inure to the benefit of the City of Palm Desert.

ARTICLE VI

This corporation shall dissolve whenever its charter is surrendered to, taken away by, or revoked by the City of Palm Desert. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated

exclusively for charitable, educational, religious, and or scientific proposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII

The property of this corporation is irrevocably dedicated to charitable, educational and civic purposes and, upon the liquidation, dissolution or abandonment thereof, the remaining assets of the corporation will not inure to the benefit of any private person, officer or director of this corporation, but, after paying or adequately providing for the debts, obligations and liabilities of the corporation, shall be distributed to the City of Palm Desert, or to such fund, foundation or corporation organized and operated for charitable, educational and civic purposes as may be designated by the City Council of the City of Palm Desert, and none of the property, assets or earnings of this corporation may be used to carry on propaganda or otherwise attempt to influence legislation.

ARTICLE VIII

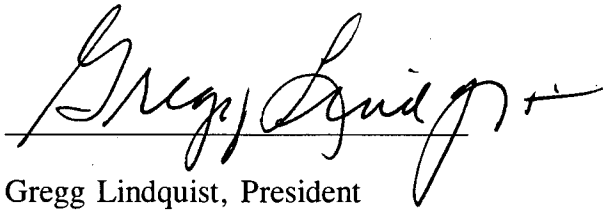
The City of Palm Desert (i) shall have the power to appoint or approve the appointment of 100% of the members of the board of this corporation, and (ii) shall have the power to remove, for cause, directly, any member of the board of directors and appoint a successor.

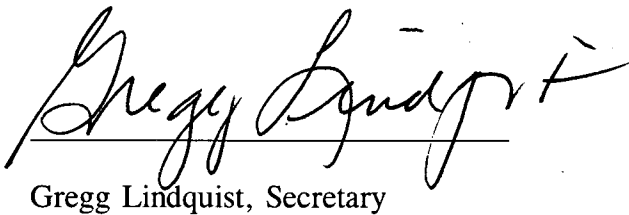
ARTICLE IX

The City of Palm Desert, a municipal corporation, shall be the sole member of this corporation.

The foregoing Amended and Restated Articles of Incorporation has been approved by the board of directors and the 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.

 3/13/2000
Gregg Lindquist, President

 3/13/2000
Gregg Lindquist, Secretary