

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION

OF

YOSEMITE SPRING PARK UTILITY CO.

(a California Nonprofit Mutual Benefit Corporation)

The undersigned certifies that:

1. Cheryl Bluhm is the President of the Yosemite Spring Park Utility Co. (the "Company") and Beate Olivas is the Secretary of the Company.

2. The Articles of Incorporation of the Company shall cancel the Twelve Thousand Five Hundred (12,500) total number of memberships. Article FOUR of the Articles of Incorporation of this Corporation is amended to read in its entirety:

"The Corporation shall have one (1) membership. The sole member of the Corporation shall be Yosemite Lakes Owners Association, a California nonprofit mutual benefit corporation, unless otherwise determined by amendment to these Articles."

3. Article FIVE of the Articles of Incorporation of this Company is amended to read in its entirety:

"The number of directors of the Corporation shall be not less than three (3) nor more than seven (7), with the exact number to be fixed from time to time by the Bylaws or by resolution of the Board of Directors or the sole member."


4. The foregoing amendments have been duly adopted and approved in accordance with California Corporations Code Section 7812 by the Board of Directors, and Section 7813 by the sole member of the Company, Yosemite Lakes Owners Association, a California nonprofit mutual benefit corporation.

5. This Certificate of Amendment shall become effective upon filing with the California Secretary of State.

[Signature page follows]


APPROVED BY BOARD OF DIRECTORS

I 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. Executed on [Date], at [City], California.



Cheryl Bluhm, President
Yosemite Spring Park Utility Co.

I 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. Executed on [Date], at [City], California.



Beate Olivas, Secretary
Yosemite Spring Park Utility Co.

APPROVAL BY SOLE MEMBER

The undersigned, being the sole member of Yosemite Spring Park Utility Co., a California Nonprofit Mutual Benefit Corporation, hereby approves and adopts the foregoing Amendment to the Articles of Incorporation pursuant to the California Corporations Code. Executed on [Date], at [City], California.



Richard Rajecki, Authorized Representative
Yosemite Lakes Owners' Association,
a California Nonprofit Mutual Benefit Corporation