

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
PALM CITY ASSOCIATION, DBA PALM DESERT  
COUNTRY CLUB ASSOCIATION ("Association")**

**RE: RESTATEMENT OF THE ASSOCIATION'S BYLAWS**

**WHEREAS**, Article XI of the Bylaws of Palm City Association, DBA Palm Desert Country Club Association provides, that Bylaws can be amended by a vote of a majority of all Directors except for certain limited provisions contained in Article XI, Section 1(A) 1-8 therein ("Limited Provisions");

**WHEREAS**, the attached Restated Bylaws do not contain any provisions that relate to the Limited Provisions;

**WHEREAS**, the Board of Directors wishes to restate the Bylaws to bring them up to date with current California Law as well as change other provisions of the Bylaws provided such changes do not impact the Limited Provisions.

**NOW, THEREFORE, BE IT RESOLVED** that Board of Directors hereby restates the Bylaws of the Association as set forth in Exhibit "A", attached hereto and made a part hereof by this reference.

**RESOLVED AND ADOPTED** by at least a majority vote of all Directors of Palm City Association, DBA Palm Desert Country Club Association this 18<sup>th</sup> day of April, 2017.

PALM CITY ASSOCIATION, DBA PALM DESERT COUNTRY  
CLUB ASSOCIATION

By: Ron Crisp, President

By: Josanne Smith, Secretary

**CERTIFICATE OF SECRETARY**

I certify that I am the duly qualified and acting secretary of Palm City Association, DBA Palm Desert Country Club Association, a California Nonprofit Corporation. The foregoing is a true and correct copy of the Resolution duly adopted by at least a majority vote of all Directors of the corporation at a meeting held on April 18, 2017, and entered in the minutes of such meeting in the Minute Book of the corporation. The Resolution is in conformity with the Articles of Incorporation and the Bylaws of the corporation and has never been modified or appealed and is, as of now, in full force and effect.

DATE: 4-18-2017

Palm City Association, DBA Palm Desert Country Club  
Association, A California Nonprofit Corporation

By: Josanne Smith  
Assistant Secretary