

**State of California**  
**Secretary of State**



I, Cathy Mitchell, Acting Secretary of State of the State of California, hereby certify:

That the attached transcript of 14 page(s) was prepared by and in this office from the record on file, 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 day of



**MAR 12 2005**

CATHY MITCHELL  
Acting Secretary of State

504284

FILED

In the Office of the Secretary of State  
of the State of California

FEB 9 1966

FRANK M. JORDAN, Secretary of State

By Bill Jordan  
Deputy

ARTICLES OF INCORPORATION

OF

BIXBY HILL COMMUNITY ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, all of whom are residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under Title I, Part I, Division 2 of the Corporations Code of the State of California, and we do hereby certify:

I

That the name of the corporation shall be:  
"BIXBY HILL COMMUNITY ASSOCIATION". Sometimes referred to as "the Association".

II

That it is a corporation which does not contemplate pecuniary gain or profit to the members thereof.

III

That the specific and primary purpose for which this corporation is formed is to accept grants or easements or private ways for street purposes within Los Angeles County Tract No. 23482 and Tract No. 21067 or any resubdivision or lot split thereof of either tract.

That the other purposes for which it is formed are:

(1) To exercise such powers of enforcement, control, interpretation, modification and cancellation of the restrictions,

Restriction of right  
to amend articles

OK  
BH

covenants, conditions, reservations, liens and/or charges imposed upon any property over which the corporation has jurisdiction which now are or hereafter may be vested in, delegated to, or assigned to the corporation, and to pay all expenses incidental thereto; to commence and maintain in its own name and on behalf of itself and/or on behalf of persons owning building sites, lots or parcels subject to its jurisdiction actions and suits to restrain and enjoin the breach or threatened breach of any restrictions, covenants or conditions and/or to enforce each and every restriction, condition, covenant, reservation, lien or charge to the extent vested in, delegated to or assigned to the corporation affecting property subject to the jurisdiction of the corporation, and to pay the expenses therefor.

(2) To approve or disapprove to the extent provided in any restrictions or covenants covering property subject to the jurisdiction of the corporation, plans and specifications and plot plans for the erection, construction, maintenance and/or alteration of dwellings and other buildings, drives, fences, walls, walks, tents, television antennas and other structures and objects and also excavations upon property subject to the jurisdiction of the corporation, and also (as and to the extent provided in said restrictions, covenants and/or contractual agreements) grading plans and plans for landscaping, planting and shrubbery upon any property subject to the jurisdiction of this corporation; to regulate and/or prohibit, to the extent permitted under the restrictions and covenants covering the property subject to the jurisdiction

of the corporation, the erection, posting, pasting, and displaying upon any part of the property subject to the jurisdiction of the corporation of billboards and/or signs of all kinds and character and to remove and/or destroy signs and billboards placed, erected, or maintained upon said property without proper authority; all subject, however, to the restrictions, covenants, and conditions which may affect the property subject to this corporation's jurisdiction.

(3) To hold easements for or the fee to and/or to improve, maintain and light streets, roads, alleys, trails, courts, walks, gateways, fences, ornamental features and similar improvements; to construct, pave, grade, repair and improve such streets, roads, alleys, walks and trails as the Board of Directors of the corporation deems to be of use or value to the property subject to the jurisdiction of the corporation or to contribute to the payment for such construction, paving, grading, repairing, and/or improving whether or not abutting upon or contiguous to such property; to care for, plant and re-plant trees, shrubs or other plants on streets, parkways, and easements upon any property over which it may have control or jurisdiction; to construct, improve, and/or maintain its easements and properties, to provide for the collection and disposition of street sweepings, and maintenance and tree-trimming and to make and collect charges therefor; in respect to streets, roads, alleys, walks, easements and/or rights of way owned or held by the corporation, to exercise such control as the corporation

may deem desirable; and to erect, care for, and maintain adequate signs for marking streets, and other property. The corporation shall, in conjunction with the City of Long Beach, provide the use of the streets located within these two Tracts for the public to be able to drive and/or walk to the Bixby Memorial area.

(4) To purchase, construct, improve, repair, maintain care for, operate, own and dispose of parkways, gates, gate-houses, entrance house, and other community facilities appropriate for the use and benefit of the members of this corporation and/or for the improvement and development of the property, or any part thereof, over which the corporation has jurisdiction, and to make charges for the use thereof.

(5) To fix, establish, levy and collect annually or otherwise charges and/or assessments upon each and every building site, lot or parcel and the improvements thereon embraced within the property subject to the jurisdiction of this corporation in accordance with and in the manner provided by the restrictions and covenants affecting said property.

(6) To expend the moneys collected by this corporation from such charges and assessments and other sums received for the payment and discharge of costs, expenses and obligations incurred by it in carrying out any and all of the purposes for which this corporation is formed; to pay taxes and assessments which may be levied by any public authority upon property owned by the corporation or under its jurisdiction.

(7) To provide, insofar as it may be lawful to do so, for the protection of all or any part of the property under the jurisdiction of the corporation and/or the owners and residents thereof, and to do and perform any and all acts which may be necessary or proper for the peace, health, comfort, safety and/or general welfare of the owners of the property subject to the jurisdiction of the corporation.

(8) To approve or disapprove all subdivisions or resubdivisions of or readjustment of building sites on any property from time to time to the extent and in the manner provided by restrictions, covenants or contractual agreements pertaining to said property.

(9) To inspect and supervise the construction of buildings and structures upon any property subject to the jurisdiction of the corporation to the extent and in accordance with the powers and rights conferred upon it by virtue of restrictions, covenants, or contractual agreements which now are or hereafter may be established; to provide by regulations for the making and collecting of charges and costs for the issuance of certificates, the making of inspections, the supervision of construction and like matters.

(10) To act as trustee under any trust or endowment incidental to the principal objects of the corporation and in connection therewith to receive, hold, administer and expend funds and real and personal property of every kind and character whatsoever subject to such trust or endowment.

(11) To do any and all things that a corporation organized under the said laws of the State of California may lawfully do when operating for the benefit of its members or the property of its members and without profit of said Association.

All of the foregoing purposes and powers are to be carried into effect and exercised for the purpose of doing, serving and applying the things above set forth for the benefit of residents of any tract, and for the benefit of any tract over which the Association may be granted the powers aboveset forth by any declaration of establishment of restrictions or other instrument of conveyance, and which tract shall be more particularly described and set forth in the By-Laws of this Association.

#### IV

That the principal office for the transaction of the business of the Association is to be located in the County of Los Angeles, State of California.

#### V

That the number of directors of the Association shall be five (5), which number shall constitute the authorized number of directors until changed by amendment of these Articles, or by a by-law adopted by the members; and that the names and addresses of the persons who are appointed to act as the first directors of this Association are as follows:

NATHAN SHAPELL

8857 West Olympic Boulevard  
Beverly Hills, California

DAVID SHAPELL

8857 West Olympic Boulevard  
Beverly Hills, California

MAX WEBB

8857 West Olympic Boulevard  
Beverly Hills, California

BERNARD E. McCUNE

7865 Eldorado Plaza  
Long Beach 8, California

EUGENE MOUER

6262 Monita Street  
Long Beach, California

## VI

Each person, group of persons, partnership, association or corporation owning legal or equitable title to one or more building sites or lots in Los Angeles County Tract No. 23482 and Los Angeles County Tract No. 21067 or any resubdivision or lot split thereof of either tract, may be a member of this corporation. Ownership of such building site or lot is a prerequisite of becoming a member of this corporation.

The original sub-divider is included within this definition and may be a member of this corporation as long as it still owns a building site or lot within Los Angeles County Tract No. 23482 and/or Tract No. 21067.

The voting powers and property rights and interest of the members shall be unequal, and shall be based upon the number of building sites of which the member is the legal or equitable owner, as said building sites may be described and defined in any declaration of establishment of restrictions covering the tract of land described in the By-Laws, and of which the member's lot or parcel is a part. The description and definition of a building site or building sites set forth in such declaration of establishment or restrictions shall be incorporated in and made a part of the By-Laws as further evidence and definition of the voting power and property rights and interests of the members.

Each member of this Association shall have the right to cast as many votes at any meeting of the members of this



Association as the number of building sites to which, as shown by the records of this Association, he holds the legal or equitable title and/or contract of purchase; provided, however, that no person or corporation holding title as security for the payment of money or performance of other obligations shall have the right to vote by reason thereof and provided further, that when the legal or equitable title to, or contract for the purchase of, a building site is vested in or is in the name of two or more persons in joint tenancy or otherwise, the several owners or contract owners or purchasers of said building site shall collectively be entitled to but one (1) vote, which vote may be cast in the manner provided by the By-Laws of this Association.

Each member of this Association shall have such an interest in all of the property owned by the Association as is represented by the ratio of the number of his votes to the total number of votes of all of the members of this Association, provided, however, that during the continuance and life of this Association, no dividends shall be paid or be payable to any member, and no member of this Association shall have the right of distribution of any real or personal property held by or in the possession or control of this Association, provided, however, that persons who are members of this Association at the time of its dissolution may upon said dissolution be and become entitled to such property as may be owned by this Association, and as may be subject to distribution among its members in proportion to their interests and property rights as above determined and according to the law then in force and effect.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 3rd day of February, 1966.

  
Nathan Shapell

  
David Shapell

  
Max Webb

  
Bernard E. McCune

  
Eugene Mouer

STATE OF CALIFORNIA        )  
COUNTY OF LOS ANGELES    ) SS:

On this 3rd day of February, 1966, before me ROSETTA A. ADLER  
a Notary Public in and for the County of Los Angeles, State  
of California, personally appeared NATHAN SHAPELL, DAVID SHAPELL,  
MAX WEBB, BERNARD E. McCUNE, and EUGENE MOUER, known to me to be  
the persons whose names are subscribed to the within instrument,  
and who acknowledged to me that they executed the same.

  
Notary Public in and for said  
County and State.

ROSETTA A. ADLER

Notary Public in and for said  
County and State. Feb 17, 1967

FRANCHISE TAX BOARD

1025 P STREET  
SACRAMENTO, CALIFORNIA 95814

February 4, 1966

Bixby Hill Community Association  
12550 Brookhurst  
Garden Grove, California

Re: Exemption from franchise tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701f of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a **social welfare organization**.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. You are required to report any such changes immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds \$25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within thirty days.

Very truly yours,



James T. Philbin  
Associate Tax Counsel

JTP:ef

cc: Secretary of State  
(c, f, g, i, j, l, m)

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FILED X

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

DEC 18 1970

Secretary of State

*Ralph Olson*  
Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

BIXBY HILL COMMUNITY ASSOCIATION

ROBERT L. BLAKEY and RALPH OLSON, M.D., certify:

That they are the President and the Secretary of the  
BIXBY HILL COMMUNITY ASSOCIATION, a California non-profit  
corporation.

That at a meeting of the Board of Directors of said  
corporation duly held at Long Beach, California, on August 15,  
1970, the following resolution was adopted:

RESOLVED, that Article VI of the Articles of  
Incorporation of the BIXBY HILL COMMUNITY ASSOCIATION  
be deleted in its entirety and the following inserted  
therein in its place and stead:

AMENDMENT TO ARTICLE VI OF ARTICLES OF INCORPORATION

Each person, group of persons, partnership, association  
or corporation owning legal or equitable title to one or more  
building sites or lots in Los Angeles County Tract No. 23482  
and Los Angeles County Tract No. 21067, or any resubdivision or  
lot split thereof of either tract, may be a member of this  
corporation. Ownership of such building site or lot is a pre-  
requisite of becoming a member of this corporation. The original  
subdivider is included within this definition and may be a  
member of this corporation as long as it still owns a building  
site or lot within Los Angeles County Tract No. 23482 and/or  
Tract No. 21067.

The voting powers and property rights and interest of  
the members shall be unequal, and shall be based upon the number  
of building sites of which the member is the legal or equitable  
owner, as said building sites may be described and defined in any  
declaration of establishment of restrictions covering the tract of  
land described in the By-Laws, and of which the member's lot or  
parcel is a part. The description and definition of a building  
site or building sites set forth in such declaration of establish-  
ment or restrictions shall be incorporated in and made a part of  
the By-Laws as further evidence and definition of the voting  
power and property rights and interests of the members.

Each member of this Association shall have the right to  
cast as many votes at any meeting of the members of this Associa-  
tion as the number of building sites to which, as shown by the  
records of this Association, he holds the legal or equitable title

1 and/or contract of purchase; provided, however, that no person  
2 or corporation holding title as security for the payment of money  
3 or performance of other obligations shall have the right to vote  
4 by reason thereof and provided further, that when the legal or  
5 equitable title to, or contract for the purchase of, a building  
6 site is vested in or is in the name of two or more persons in  
7 joint tenancy or otherwise, the several owners or contract owners  
8 or purchasers of said building site shall collectively be  
9 entitled to but one (1) vote, which vote may be cast in the  
10 manner provided by the By-Laws of this Association.

11 Each member of this Association shall have such an  
12 interest in all of the property owned by the Association as is  
13 represented by the ratio of the number of his votes to the total  
14 number of votes of all of the members of this association,  
15 provided, however, that during the continuance and life of this  
16 Association, no dividends shall be paid or be payable to any  
17 member, and no member of this Association shall have the right  
18 of distribution of any real or personal property held by or in  
19 the possession or control of this Association. On the dissolution  
20 and winding up of this corporation, its assets remaining after  
21 payment of, or provision for payment of all debts and liabilities  
22 of this corporation, shall be distributed to a non-profit organ-  
23 ization having the same purposes as this corporation, or in the  
24 absence of such non-profit organization, to the City of Long  
25 Beach, to be held in trust for use in connection with the develop-  
26 ment and improvement of the public area in, and the area of Los  
27 Angeles County Tract No. 23482, and Tract No. 21067, or any  
28 resubdivision or lot split thereof of either Tract.

29 That the members have adopted said Amendment by written  
30 consent. That the wording of the amended Article, as set forth  
31 in the members' written consent, is the same as that set forth in  
32 the Directors' Resolution hereinabove set forth.

33 That the number of members who consented to the adoption  
34 of said Resolution is 219 and the number of members constituting  
35 a quorum is 123.

36   
37 ROBERT M. BLAKEY, President

38   
39 RALPH OLSON, M.D., Secretary

40 Each of the undersigned declare under penalty of perjury  
41 that the matters set forth in the foregoing Certificate are true  
42 and correct.

43 Executed at Long Beach, California, on November 20, 1970.

44   
45 ROBERT M. BLAKEY

46   
47 RALPH OLSON, M.D.

504284

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

DEC 13 1973

EDMUND G. BROWN, Jr., Secretary of State  
By *James L. ...* Deputy

## CERTIFICATE OF AMENDMENT

OF

## ARTICLES OF INCORPORATION

OF

## BIXBY HILL COMMUNITY ASSOCIATION

DEAN EASTMAN and BERTON SCHILD, M.D., certify:

that they are the President and the Secretary of the  
BIXBY HILL COMMUNITY ASSOCIATION, a California non-profit corpora-

tion.  
that at a meeting of the Board of Directors of said  
Association, held at Long Beach, California, on November 13,  
1973, the following resolution was adopted:

RESOLVED, that Article VI of the Articles  
of Incorporation of the BIXBY HILL COMMUNITY  
ASSOCIATION be amended to read:

That the number of directors of the Association  
shall be seven (7) which number shall constitute  
the authorized number of directors until changed  
by amendment of these Articles, or by a by-law  
adopted by the members; and that the names and  
addresses of the persons who are appointed to  
be the first directors of this Association  
are as follows:

LATHAN SHAPELL	8857 West Olympic Boulevard Beverly Hills, California
DAVID SHAPELL	8857 West Olympic Boulevard Beverly Hills, California
MAX WEBB	8857 West Olympic Boulevard Beverly Hills, California
BERNARD E. MC CUNE	7865 Eldorado Plaza Long Beach, California 90808
EUGENE MOUER	6262 Monita Street Long Beach, California

That the members have adopted said Amendment by a  
resolution at a meeting held in Long Beach, California on

LAW OFFICES  
GRISHAM, VANDENBERG, NOTT & CONWAY  
10TH FLOOR, JEROME TRUST BUILDING  
120 EAST OCEAN BOULEVARD  
LONG BEACH, CALIFORNIA 90802  
TELEPHONE (213) 435-7471

LAW OFFICES  
GRISHAM, VANDENBERG, NOTT & CONWAY  
10TH FLOOR, JERGENS TAUBET BUILDING  
120 EAST OCEAN BOULEVARD  
LONG BEACH, CALIFORNIA 90802  
TELEPHONE (213) 435-7471

1 November 28, 1973, and that the wording of the amended Article,  
2 as set forth in the members' resolution is the same as that set  
3 forth in the Directors' Resolution hereinabove set forth.

4 That the number of members who consented to the adoption  
5 of said Resolution is 140 and the number of members constituting  
6 a quorum is 149.

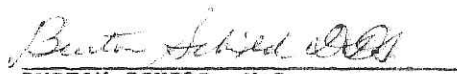
7  
8   
9 DEAN EASTMAN, President

10  
11   
12 BURTON SCHILD, M.D., Secretary

13 Each of the undersigned declare under penalty of perjury  
14 that the matters set forth in the foregoing Certificate are true  
15 and correct.

16 Executed at Long Beach, California, on December 10, 1973.

17  
18   
19 DEAN EASTMAN

20  
21   
22 BURTON SCHILD, M.D.

