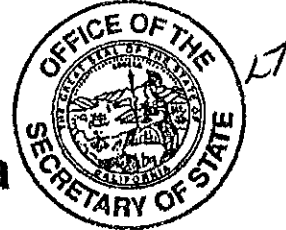


2880938

VCC-SC-PD

Art. of INCORP.

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, 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

MAY 27 2006

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

2880938

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**ARTICLES OF INCORPORATION
OF
VENTURE COMMERCE CENTER – PALM DESERT CONDOMINIUM ASSOCIATION**

MAY 23 2006

**ARTICLE I
NAME**

The name of the corporation (hereinafter referred to as the "Corporation" or the "Association") is VENTURE COMMERCE CENTER – PALM DESERT CONDOMINIUM ASSOCIATION. The corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act.

**ARTICLE II
AGENT FOR SERVICE OF PROCESS**

The name of the corporation's initial agent for service of process is: Robert Eves. The address of the initial agent is 600 Miller Drive, Mill Valley, CA 94941-2990.

**ARTICLE III
BUSINESS OFFICE AND MANAGING AGENT**

The location of the business office of the corporation is: 600 Miller Drive, Mill Valley, CA 94941-2990. The location is not on-site. The Common Interest Development is situated in the City of Palm Desert, Riverside County, California, fronting on Dinah Shore Drive, with the nearest cross street being Monterey Avenue. The nine digit Zip Code of the Common Interest Development is 92211-0000. The corporation has not yet appointed a managing agent.

**ARTICLE IV
PURPOSES OF THE CORPORATION PURPOSES OF THE ASSOCIATION**

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

This corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for management, administration, maintenance, preservation and architectural control of the Units and Common Area within the Common Interest Development known as Venture Commerce Center – Palm Desert, situated in the City of Palm Desert, County of Riverside, California and to promote the health, safety and welfare of all the Owners and occupants within the property, all according to that certain Declaration of Covenants and Restrictions Establishing a Plan for Condominium Ownership for Venture Commerce Center – Palm Desert, hereinafter called the "Declaration" recorded or to be recorded with respect to said property in the Office of the Recorder of Riverside, as required by § 1352 of the California Civil Code.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

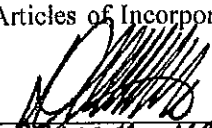
**ARTICLE V
DISSOLUTION**

No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the corporation's property, and other than by a rebate of excess membership dues, fees, or Assessments. So long as there is any Unit or parcel for which the corporation is obligated to provide management, maintenance, preservation or control, the corporation shall not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100%) of the Members. In the event of the dissolution, liquidation, or winding up of the corporation, upon or after termination of the project, in accordance with provisions of the Declaration, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be divided among and distributed to the Members in accordance with their respective rights therein.

**ARTICLE VI
AMENDMENTS**

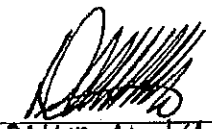
These Articles may be amended only by the affirmative vote of a majority of the Board, and by the affirmative vote (in person or by proxy) of Members representing a majority of the voting power of the Association and a majority of the votes of Members other than Declarant, or where the two (2) class voting structure is still in effect (as provided in the Bylaws), a majority of each class of membership. However, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation this 22nd day of May, 2006.



DAVID M. VAN ATTA
INCORPORATOR

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.



DAVID M. VAN ATTA

