

**CERTIFICATE OF AMENDMENT OF**  
**ARTICLES OF INCORPORATION OF**  
**DESERT WILLOW APARTMENTS**

The undersigned certify that:

1. They are the President and Secretary, respectively, of Desert Willow Apartments, a California nonprofit public benefit corporation.
2. Article IV subparagraph (A), of the Articles of Incorporation of this Corporation is amended and replaced in its entirety to read as follows:

“A. The Corporation shall have a minimum of five (5) directors and a maximum of nine (9) directors at any given time. The minimum and maximum number of Directors requirement as set forth herein may not be changed except by an amendment to these Articles of Incorporation duly approved by at least sixty percent (60%) of the Directors of this Corporation.”
3. Article IV subparagraph (B) of the Articles of Incorporation of this Corporation is amended and replaced in its entirety to read as follows:

“B. The directors of this Corporation shall at all times be limited to individuals who are approved by the current members of the Board of Directors of this Corporation. A simple majority vote by the existing Board of Directors shall be required to elect new Members of the Board of Directors of this Corporation.”
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.
5. The Corporation has no 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.

Date: 8/18/11

Fred A. Plane  
Fred A. Plane, President

Date: 8/20/11

Forrest Lloyd  
Forrest Lloyd, Secretary

**Approval By Sponsor**

Community Action Partnership of Kern

John A. Ritchie  
By: John A. Ritchie  
Title: Secretary