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**Formation -
 Non-profit Corporation**
 Continued, Page 2

6. Benefit Corporation: (For NRS 81.010, optional. see instructions.)	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field.	Yes <input type="checkbox"/>
7. Purpose: (Required for NRS 80, NRS 81.010, NRS 81.170-81.270, 81.410, and any entity selecting Benefit Corporation. See instructions.)	to maintain, operate and govern the common interest community (See Article 15, attached)	
8. Member Property Rights: (NRS 81.010 see instructions)	The property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal	
9. Member Property Rights: (NRS 81.410 see instructions)	The voting power and the property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal	
10. Term: (NRS 81.010, 81.170-81.270, 81.410 may be perpetual)	The term of existence: (if existence is not perpetual)	11. Equal Interest Rights: (NRS 81.170-81.270) The interest and right of each member therein is to be equal.
12. Membership Fee: (NRS 81.170-81.270, must be completed)	The membership fee is \$ _____ per member. Each member signing the articles has paid the fee and their interests and rights are equal.	
13. Name, Address and Signature of: NRS 80 Name, title and signature making the statement. NRS 81.010 Name, address and signature of three or more of the original members, a majority of whom must be residents of this state. NRS 81.410 and 82 Name, address and signature of the incorporator(s). NRS 81.170 Must be signed by the original associates or members.	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 2px;">Ginny Spencer</div> <div style="border: 1px solid black; padding: 2px;">United States</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div>Name</div> <div>Country</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div style="border: 1px solid black; padding: 2px;">9433 Double Diamond Pky Bldg 3</div> <div style="border: 1px solid black; padding: 2px;">Reno</div> <div style="border: 1px solid black; padding: 2px;">NV</div> <div style="border: 1px solid black; padding: 2px;">89521</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div>Address</div> <div>City</div> <div>State</div> <div>Zip/Postal Code</div> </div> <div style="margin-top: 10px;"> <p style="font-size: 2em; font-weight: bold; margin: 0;">X</p> <p style="margin: 0;"><u>Ginny Spencer</u> (attach additional page if necessary)</p> </div>	

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

Filed in the Office of <i>Barbara K. Cegreste</i>	Business Number E18570142021-3
Secretary of State State Of Nevada	Filing Number 20211857013
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**ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
HILLTOP COMMUNITY ASSOCIATION
a Nevada nonprofit corporation**

**ARTICLE 14
DEFINITIONS**

Reference is hereby made to that certain Declaration of Covenants, Conditions, and Restrictions and Reservation of Easements for Hilltop at Lakewood Golf Course, recorded on October 8, 2021, as Document No. 5235707, Official Records, Washoe County, Nevada, as amended, supplemented, and/or restated from time to time (the "Declaration").

Capitalized terms not defined herein shall have the same meanings as set forth in the Declaration when used in these Articles of Incorporation.

**ARTICLE 15
PURPOSES**

(continued...)

[Specifically], the Association shall serve as the formal association of Owners within the Hilltop at Lakewood Golf Course Community, an NRS Chapter 116 common-interest community located in Washoe County, Nevada. As the official organization of Owners within the Hilltop at Lakewood Golf Course Community, the Association will advance and protect the Hilltop at Lakewood Golf Course Community by implementing, administering, and maintaining the community plan and standards described in the Declaration, and shall exercise all of the powers and privileges, and perform all duties and obligations, of the Association arising from the Declaration and any amendments thereto. Furthermore, the Association may engage in any lawful activity for which a corporation may be organized, and may promote or conduct any legitimate object or purpose that a corporation may promote or conduct, under Chapters 82 and 116 of the Nevada Revised Statutes, subject to the terms and conditions set forth in the Declaration, the Bylaws, and these Articles.

**ARTICLE 16
NONPROFIT**

The Association is a nonprofit corporation, and no part of its income or profit is distributable to its Members, officers, or directors, except as permitted under NRS Chapter 82, and then subject to the NRS Chapter 116 and the Governing Documents. The Association is not authorized to have and shall not issue any capital stock.

**ARTICLE 17
TERM**

The term for which the Association shall exist shall be perpetual.

ARTICLE 18
MEMBERSHIP

The members of the Association shall be the Owners of the Units. Every Owner shall be a Member of the Association, and each Owner shall automatically be a Member of the Association without the necessity of any further action on his part. There shall be only one membership per Unit. If a Unit is owned by more than one Owner, all co-Owners shall jointly share the privileges of such membership, provided that the voting rights allocated to that Unit shall be cast by only one of them in accordance with the Bylaws, and all such co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners.

The Association shall have one class of membership, which shall be comprised of the Owners of Units.

Each Member shall hold and be entitled to exercise the voting rights allocated by the Declaration to that Member's Unit(s), subject to the terms and provisions of the Governing Documents, and applicable provisions of Chapters 82 and 116 of the Nevada Revised Statutes.

The Association membership of the Owner(s) of a Unit shall be appurtenant to such Unit, and shall not be assigned, transferred, pledged, hypothecated, conveyed, or alienated in any way except on a transfer of title to such Unit, and then only to the transferee. Any attempt to make a prohibited transfer shall be void. Any transfer of title or interest to a Unit shall operate automatically to transfer the appurtenant membership rights in the Association to the new owner(s).

ARTICLE 19
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors, which shall be the "Board of Directors" or "Board" as described in the Declaration. Each director must meet the qualification criteria set forth in the Declaration and the Act (but, for clarification purposes, directors selected by Declarant need not be Members of the Association).

Declarant shall have the right to appoint or remove any officer of the Association or any member of the Board at any time and from time to time prior to the Declarant's Control Termination Date, and designate, from time to time, a person or persons who are entitled to exercise such appointment and removal right; provided, however, that the foregoing rights shall be subject to the mandatory turnover provisions set forth in NRS 116.31032(3). From and after the Declarant's Control Termination Date, the Board shall be elected by the Members, and the officers of the Association shall be appointed by the Board, all as provided in the Bylaws.

ARTICLE 20
RIGHTS AND OBLIGATIONS GENERALLY

Without limiting any other provision hereof or any provision of applicable law, the

Association, the Members, and the Board shall have such rights, powers, obligations, and responsibilities as may be set forth in the Declaration, these Articles, the Bylaws, each of the other Governing Documents, as applicable, and the provisions of Chapters 82 and 116 of the Nevada Revised Statutes, as applicable.

ARTICLE 21
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended only by the vote of Members entitled to exercise at least sixty-seven percent (67%) of the Voting Power of the Association.

Notwithstanding the above or any other section of these Articles, no amendment to these Articles may remove, revoke, or modify any right or privilege of Declarant without the prior written consent of Declarant.

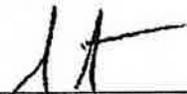
ARTICLE 22
DIRECTOR AND OFFICER LIABILITY AND INDEMNIFICATION

No member of the Board, or of any committee of the Association, or any officer of the Association, or any Manager, or Declarant, or any agent of Declarant, shall be personally liable to any Member, or to any other party, including the Association, for any damage, loss, or prejudice suffered or claimed on account of any act, omission, error, or negligence of any such person or entity if such person or entity has, on the basis of such information as may be possessed by him or it, acted in good faith without willful or intentional misconduct.

Each member of the Board and officer of the Association shall be entitled to indemnification for losses or claims arising from service as a Board member or officer, and the Association shall undertake all costs of defense of any action to the full extent permitted by law and unless it is proven that the Board member's or officer's conduct involved willful or wanton misfeasance or gross negligence. After such proof, the Association is no longer liable for the cost of defense, and may recover costs already expended from the Board member or officer who so acted.

ARTICLE 23
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon a dissolution of the Association in connection with a termination of the Hilltop at Lakeridge Golf Course Community, the assets of the Association shall be distributed to the Owners as their interests may appear and in accordance with NRS 116.2118, 116.21183, and 116.21185 (each as amended and/or superseded from time to time).



GINNY SPENCER, President