

FILED

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

FEB 26 1992

CHERYL A. LAU SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

EVANS CREEK ESTATES HOMEOWNERS ASSOCIATION, INC.

The undersigned natural persons acting as incorporators of a non-stock, non-profit cooperative corporation under the provisions of Sections 81.410 through 81.510, inclusive, of the Nevada Revised Statutes, adopt the following Articles of Incorporation:

Article I
Name

The name of the Corporation is Evans Creek Estates Homeowners Association, Inc. (the "Association").

Article II

The principal office of the Association shall be at 201 West Liberty Street, Reno, Washoe County, Nevada 89504. The Board of Directors may designate other offices from time to time and may change the location of the principal office of the Association. William Raggio (Resident Agent) At Above Address. 84

Article III
Purposes

The purpose for which the Association is formed is to provide for the acquisition, management, maintenance and care of Association property, to include, but not limited to, those portions or parcels of real property which are subject to or

which may hereafter become subject to the terms and conditions of the Declaration of Covenants, Conditions and Restrictions for Evans Creek Estates Subdivision (the "Development"), recorded on or about the 8th day of March, 1990, as File No. 1384839, Official Records of Washoe County, Nevada as the same may be from time to time amended or supplemented in accordance with the terms thereof, (the "Declaration"), and for these purposes to:

1. Exercise all of the powers and privileges and to perform all duties and obligations of the Association arising from the Declaration, and any other covenants, conditions and restrictions applicable to the above-described real property, and any amendments thereto;

2. To have and exercise all rights, powers and privileges granted to a private corporation by the laws of the State of Nevada, excepting such powers as are inconsistent with those granted by NRS 81.410 to 81.510, inclusive, and any amendments, deletions or additions thereto.

Article IV Term

The term of existence of this Association shall be fifty (50) years, unless sooner terminated by appropriate action of the members.

Article V
Directors

5.1 The number of directors of the Association shall not be less than three, but may be more as provided in the By-laws or as hereinafter set forth. The initial Board of Directors shall be five (5) in number and are identified as follows:

<u>Name</u>	<u>Address</u>
Samuel A. Stern	562 Fifth Avenue, 8th Floor New York, NY 10036
Kenneth R. Rowan	1097 E. Greenbrae Sparks, NV 89431
Michael P. Lindell	350 Douglas Fir Drive Reno, NV 89511
Thomas McMillan	2105 Capurro Way, Suite C Sparks, NV 89431
Christian McMillan	2105 Capurro Way, Suite C Sparks, NV 89431

5.2 The Board of Directors shall have the power to amend the Association's By-Laws except as is otherwise set forth therein.

Article VI
Not For Profit

The Association is not authorized to have and shall not issue any capital stock. The Association is one which does not contemplate pecuniary gain or profit to the members thereof or any other individual and is organized solely for non-profit purposes with the intent that the Association may qualify for the tax exemption provided for under Section 528 of the Internal Revenue Code of 1954 as amended. Upon dissolution or winding up of the Association, no part of the net earnings of the Associa-

tion (other than by acquiring, construction, or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees or assessments) shall inure to the benefit of any member, private shareholder or individual.

Article VII Voting

7.1 Members:

(a) A "Class A Member" is defined as the owner of a Residence (as hereinafter defined) within the Development, excluding Reynolds West, Inc., a Nevada corporation (the "Declarant"), or the Declarant as defined in the Declaration and subject to the Declaration.

(b) The "Class B Member" is defined as the Declarant in the Declaration.

(c) The "Class C Members" are the incorporators of this Association, and have no status or rights under these Articles or the Declaration except as set forth in Article 7.2(c) below.

(d) A "Residence" is defined as a residential lot shown on any final subdivision map which is part of the Development and is made subject to the Declaration by appropriately recorded document and is not otherwise excluded from the Declaration or the Development. A Residence may, but does not necessarily include a dwelling unit constructed thereon.

7.2 Voting:

(a) Class A Members shall be entitled to one (1) and only one (1) vote per Residence owned, irrespective of the actual number of persons or entities who own the Residence (joint tenants, tenants in common, partners, etc.). The vote for such Residence shall be exercised as they themselves shall determine; but in no case shall more than one vote be cast by one Residence with respect to any matter in question. Further, the voting rights for each Residence may not be cast on a fractional basis. If the joint owners of a Residence are unable to agree among themselves as to how their voting rights shall be cast, then they shall forfeit the vote on the matter in question. If any owner exercises the voting rights of a particular Residence, it will irrebutably and conclusively presumed for all purposes that he or she was acting with the authority and consent of all other owners of the same Residence. If more than one person or entity exercises the voting rights for a particular Residence, none of their votes shall be counted, and their votes shall be deemed void.

(b) Class B Member shall be entitled to ten (10) votes per Residence owned; provided, however, that the Class B Membership shall be automatically converted

to Class A Membership (and therefore one (1) vote per Residence owned) upon the earlier occurrence of the following:

(i) The Class B Member owns no Residence and all of the Total Development Area has theretofore become Covered Property by Supplementary Declaration(s) (as described in Article IV, Section 2 of and elsewhere in the Declaration), or

(ii) March 8, 2005.

(c) Class C Members shall have no voting rights, no property rights or any other rights, interests or obligations whatsoever under these Articles or the Declaration except to be members for the sole and limited purposes of acting as incorporators of this Association in compliance with NRS 81.450-1(a). Their status as Class C Members shall immediately and automatically cease upon the filing of these Articles of Incorporation, and there shall thereafter never again be any Class C Members of this this Association.

7.3 General Rules and Property Rights: The general rules and property rights, interests, privileges and obligations of the Members, both Class A and Class B, and their liability for dues assessments and the collection thereof are as set forth in the Declaration and the By-Laws of the Association.

Article VIII
By-Laws

The Association shall, within one (1) month after filing these Articles with the Secretary of State of Nevada, adopt a code of By-Laws ("the By-Laws") consistent with the provisions of the non-stock, non-profit cooperative corporation law of Nevada, the Declaration and these Articles of Incorporation.

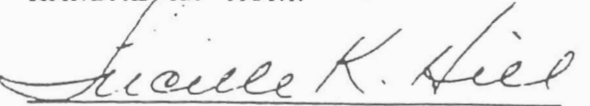
Article IX
Definition of Terms

Other terms defined in the Declaration shall have the same meaning when used in these Articles of Incorporation.

Article X
Indemnity

The directors, officers, employees and agents of the Corporation are indemnified by the Corporation to the fullest extent possible and permissible under Section 78.751 of the Nevada Revised Statutes. Further, such indemnification shall be in advance subject to the provisions of Section 78.751-5 of the Nevada Revised Statutes.

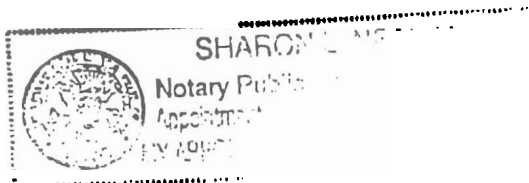
IN WITNESS WHEREOF, we have hereunto set our hands on this 26th day of February, 1992.


RANDAL R. MUNN

LUCILLE K. HILL

SHIRLEY D. MURPHY

STATE OF NEVADA)
)ss.
County of Washoe)

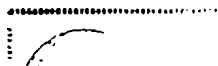
On the 26th day of February, 1992 personally appeared before me, a Notary Public, RANDAL R. MUNN and acknowledged to me that he executed the above Articles of Incorporation in his capacity of incorporator.



Sharon L. Nesbitt
NOTARY PUBLIC

STATE OF NEVADA)
)ss.
County of Washoe)

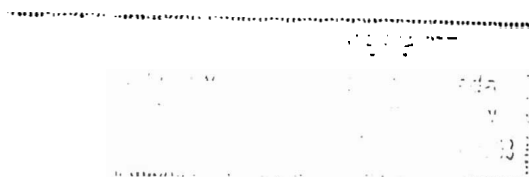
On the 26th day of February, 1992 personally appeared before me, a Notary Public, LUCILLE K. HILL and acknowledged to me that she executed the above Articles of Incorporation in his capacity of incorporator.



Sharon L. Nesbitt
NOTARY PUBLIC

STATE OF NEVADA)
)ss.
County of Washoe)

On the 26th day of February, 1992 personally appeared before me, a Notary Public, SHIRLEY D. MURPHY and acknowledged to me that she executed the above Articles of Incorporation in her capacity as incorporator.



Sharon L. Nesbitt
NOTARY PUBLIC