

ARTICLES OF INCORPORATION
OF
THE VILLAGE AT INCLINE OWNERS ASSOCIATION



KNOWN TO ALL MEN BY THESE PRESENTS:

That we, the undersigned, the majority of whom are residents of the State of Nevada, do hereby associate our-selves together for the purpose of forming a nonprofit corporation, pursuant to provisions of Section 81.010 and 81.160, inclusive, of the Nevada Revised Statutes, and we do hereby make, subscribe, acknowledge, certify and adopt the following Articles of Incorporation:

FIRST: The name of the corporation is: THE VILLAGE AT INCLINE OWNERS ASSOCIATION.

SECOND: The specific and primary purpose for which the corporation is formed is:

To manage, maintain, preserve and operate for the benefit of its members the real and personal property over which this corporation has jurisdiction, every part thereof, and improvements thereon for the benefit of the owners thereof for their pleasure, recreation and use, and. In furtherance of the foregoing purposes to do any and. all things which may be authorized, required, or permitted to be done by this corporation under and by virtue of that certain Declaration of Covenants, Conditions, and Restrictions ("Declaration") and that certain Declaration of Reciprocal Covenants and Easements ("Reciprocal Declaration") applicable to the property over which this corporation has jurisdiction and recorded or to be recorded in the Office of the County Clerk of Washoe County, Nevada, and as the same may be amended from time to time.

THIRD: The general purposes for which the corporation is formed are:

- (a) To fix, levy, collect and enforce payment by any lawful means of all assessments pursuant to the terms of the Declaration and Reciprocal Declaration, these Articles of Incorporation and the corporation's By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the activities of the corporation, and all taxes and other governmental charges levied or imposed against the property or activities of the corporation;
- (b) To acquire by gift, purchase or otherwise, and to own, hold, enjoy, lease, operate and maintain, and

- to convey, sell, lease, transfer, mortgage or otherwise encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the' affairs of the corporation;
- (c) To borrow money, and to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
 - (d) To have and to exercise any and all powers, rights and privileges which a nonprofit corporation may now or hereafter have or exercise under the laws of the State of Nevada; and
 - (e) To act in the capacity of principal, agent, joint venturer or partner, or in any other capacity which may be authorized or approved by the Board of Directors of the corporation.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers set forth in each clause shall be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

FOURTH: Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution of winding up.

FIFTH: "Property over which this corporation has jurisdiction" or "property subject to the jurisdiction of this corporation", as the foregoing terms are used in these Articles, is and refers to that certain real property, or any part or parts or portion or portions thereof, or interest or estate therein, in the County of Washoe, State of Nevada, more particularly hereafter in this Article FIFTH described, which is or may hereafter be, but only as and when, made subject to a recorded Delcaration of Covenants, Conditions, and Restrictions. The real property referred to in this Article FIFTH is described as follows:

Lots 1 through 66 and the Common Area, all as shown on that certain Subdivision Map entitled "Unit No. 1, The Village at Incline", filed in the Office of the Recorder of the County of Washoe, State of Nevada, on the 17th day of February, 1972, in File No. 235200 of Maps, at Page 796.

SIXTH: The principal office for the transaction of the affairs of the corporation is to be located in the County of Washoe, State of Nevada.

SEVENTH: The number of directors of the corporation shall be five, which number shall constitute the authorized number of directors until changed by amendment by these Articles of by a By-Law adopted by the members of this corporation. The names and addresses of the persons who are appointed to act as the first director of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jack Plumbridge	c/o Homewood Investment Company P.O.136S, Kings Beach, California 95719
Eleanor Plumbridge	" "
Richard Osmundsen	" "
Vaughn Williams	" "
William J. Ziegler, Jr.	310 Sansome Street San Francisco, California 94104

EIGHT: This corporation shall have one class of members whose rights and interests shall be equal and identical except only as to voting rights as hereinafter provided. Each person who or which is shown by a duly acknowledged instrument recorded in the Office of the County Recorder of Washoe County, State of Nevada, to be the owner of a fee interest in one or more units each of which consists of a Residence Unit and a Commercial Unit (as defined in the Declaration of Covenants, Conditions, and Restrictions affecting the property subject to the jurisdiction of this corporation), all of which is hereinafter referred to as the "Condominium Complex", may be a member of this corporation, provided and excepting that:

(a) Notwithstanding that more than one person may be shown of record to be the owner of such a Condominium Complex jointly or in common with others, only one of such joint or common owners shall be a member. With regard to any ownership of a Condominium Complex held by a husband and wife in joint tenancy or as tenants in common, the husband shall be deemed to be the member, and shall remain such until both such husband and wife shall advise the corporation in writing that the wife shall be a member, whereupon the wife shall be deemed to be a member. With regard to any Condominium Complex held by more than one person (other than husband and wife) as joint tenants or as tenants in common, the members shall be such one of such joint or tenants in common as all of such joint tenant or tenants in common shall advise this corporation in writing, and until this corporation receives such advice, the member shall be the one of such joint tenants or tenants in common who shall be designated by the Board of Directors.

(b) Membership shall subsist and continue only for so long as such Condominium Complex ownership is shown of record to be the Condominium Complex ownership of the member. Membership in this corporation shall not

terminate upon the death of a member but all of the rights of such member shall be vested in the personal representative of such deceased member; provided, however, that if the Condominium Complex ownership held by such deceased member which entitled such member to membership was held jointly or in common with another or others who survive such member, then upon death of such deceased member the membership of such member shall terminate, and such other or one of such other joint or common owners shall become the member.

(c) Notwithstanding that this corporation may own any Condominium Complex as would otherwise entitle this corporation to be a member, this corporation shall not be a member.

NINTH: The voting rights of this corporation shall be vested in the members hereof. Each member shall be entitled to one vote for each Condominium Complex (which consists of the Residence Unit and a Commercial Unit of which he is shown by an instrument recorded in the Office of the County Recorder of Washoe County, Nevada, to be the owner) and, in the case of a Condominium Complex, shown of record to be owned jointly or in common by more than one person, for each Condominium Complex in regard to which he is or is deemed to be the member according to the provisions of Article EIGHTH hereof.

TENTH: The names and post office addresses of the incorporators signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
L. Bell	One East First Street Reno, Nevada
M. Harris	One East First Street Reno, Nevada
J. Wortman	One East First Street Reno, Nevada

ELEVENTH: The term for which this corporation is to exist will not exceed fifty (50) years.

TWELFTH: By-Laws may be adopted or repealed by the vote or written consent of a majority of the voting power of the members.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of June, 1973

L. Bell

L. Bell

M. Harris

M. Harris

J. Norton

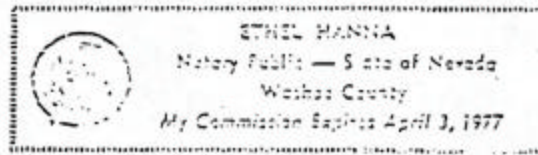
J. Norton

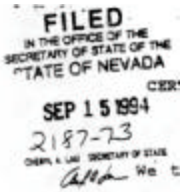
STATE OF NEVADA)
) SS:
COUNTY OF WASHOE)

On this 27th day of June, 1973, personally appeared before me, the undersigned, a Notary Public, L. BELL, M. HARRIS, and J. WORTMAN, who severally acknowledged that they executed the above and foregoing Articles of Incorporation.

Ethel Hanna

NOTARY PUBLIC





CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
COUNTRY CLUB MALL HOMEOWNERS ASSOCIATION

We the undersigned President and Secretary of COUNTRY CLUB MALL HOMEOWNERS ASSOCIATION do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on December 10, 1993, adopted a resolution to amend the original Articles of Incorporation as follows:

Article FIFTH is hereby amended in its entirety to read as follows:

"Property over which this corporation has jurisdiction" or "property subject to the jurisdiction of this corporation", as the foregoing terms are used in these Articles, is and refers to that certain real property, or any part or parts or portion or portions thereof, or interest or estate therein, in the County of Washoe, State of Nevada, more particularly hereafter in this Article FIFTH described, which is or may hereafter be, but only as and when, made subject to a recorded Declaration of Covenants, Conditions and Restrictions. The real property referred to in this Article FIFTH is described as follows:

Lots 1 through 30 and 61 through 66 and the Common Area, all as shown on that certain Subdivision Map entitled "Unit No. 1, The Village At Incline", filed in the Office of the Recorder of the County of Washoe, State of Nevada, on the 17th day of February, 1972, in File No. 235200 of Maps, at Page 796.

Article EIGHTH is hereby amended in its entirety to read as follows:

This corporation shall have one class of members whose rights and interests shall be equal and identical, except only as to voting rights as hereinafter provided. Each person who or which is shown by a duly acknowledged instrument recorded in the Office of the County Recorder of Washoe County, State of Nevada, to be the owner of a fee interest in one or more units shall be a member of this corporation, provided and excepting that:

(a) Notwithstanding that more than one person may be shown of record to be the owner of such a unit jointly or in common with others, only one of such joint or common owners shall be a member. With regard to any unit held by more than one person as joint tenants or as tenants in common, the members shall be such one of such joint or tenants in common as all of such joint

tenant or tenants in common shall advise this corporation in writing, and until this corporation receives such advice, the member shall be the one of such joint tenant or tenants in common who shall be designated by the Board of Directors.

(b) Membership shall subsist and continue only for so long as such unit ownership is shown of record to be the unit ownership of the member. Membership in this corporation shall not terminate upon the death of a member but all of the rights of such member shall be vested in the personal representative of such deceased member provided, however, that if the unit ownership held by such deceased member which entitles such member to membership was held jointly or in common with another or others who survive such member, then upon the death of such deceased member the membership of such member shall terminate, and such other or one of such other joint or common owners shall become the member.

(c) Notwithstanding that this corporation may own any unit as would otherwise entitle this corporation to be a member, this corporation shall not be a member.

Article NINTH is hereby amended in its entirety to read as follows:

The voting rights of this corporation shall be vested in the members hereof. Each member shall be entitled to one vote for each unit owned and, in the case of a unit shown of record to be owned jointly or in common by more than one person, for each unit in regard to which he is or is deemed to be the member according to the provisions of Article EIGHTH hereof.

Article ELEVENTH is hereby amended to read in its entirety as follows:

This corporation shall have perpetual existence.

DATED: 8-9, 1994.

GUY FORTIER, President
ERNIE FELD, Secretary

STATE OF Nevada)
COUNTY OF Washoe) ss.

On this 9th day of August, 1994, personally appeared before me, a Notary Public, GUY FORTIER, who is President of COUNTRY CLUB MALL HOMEOWNERS ASSOCIATION, personally known or proved to me to be the person who executed the above instrument on behalf of said corporation, and acknowledged to me that he executed the same for the purposes therein stated.

Linda Coxon
Notary Public



STATE OF _____)
COUNTY OF _____) ss.

On this 5th day of August, 1994, personally appeared before me, a Notary Public, ERNIE FELD, who is Secretary of COUNTRY CLUB MALL HOMEOWNERS ASSOCIATION, personally known or proved to me to be the person who executed the above instrument on behalf of said corporation, and acknowledged to me that he executed the same for the purposes therein stated.

Ernie Feld
Notary Public

