

FILED # C17660-03

JUL 23 2003

IN THE OFFICE OF  
*Don Hill*  
CONTROLLER SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
DOUBLE DIAMOND COMMERCIAL CENTER  
MAINTENANCE ASSOCIATION**

The undersigned individual acting as the incorporator of a non-profit corporation (the "Corporation") under the provisions of Chapter 82 of the Nevada Revised Statutes and pursuant to the provisions of the Declaration, as defined in article 1. below, hereby adopts the following Articles of Incorporation.

1. DEFINITIONS AND CAPITALIZED TERMS.

1.1 Declaration. For purposes of these Articles of Incorporation, the term "Declaration" shall refer to that certain Declaration of Covenants, Conditions, Restrictions and Easements for Double Diamond Commercial Center, a commercial office warehouse park, dated July 22, 2003, together with any subsequent amendments or supplements made hereafter.

1.2 Capitalized Terms. Except as otherwise defined in these Articles of Incorporation, all capitalized terms referred to in these Articles of Incorporation shall have the same meaning as are ascribed to such terms in the Declaration.

2. NAME. The name of the Corporation shall be Double Diamond Commercial Center Maintenance Association.

3. PERIOD OF DURATION. The Corporation shall exist in perpetuity from the date of filing of these Articles of Incorporation with the Secretary of State of the State of Nevada, unless dissolved according to law.

4. OBJECTS AND PURPOSES. The Corporation is organized as a non-profit corporation under the applicable provisions of Chapter 82 of the Nevada Revised Statutes. The primary purpose of the Corporation is to be organized and operated to provide for the acquisition, construction, management, maintenance, and care of the property owned by this Corporation (the "Common Areas"), and any other property designated as Common Area or Common Maintenance Areas pursuant to the terms of the Declaration.

5. POWERS. Except as otherwise provided in these Articles of Incorporation, the Bylaws or the Declaration, the Corporation shall have and may exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon non-profit corporations organized under the laws of the State of Nevada.

6. CAPITAL STOCK. The Corporation shall have no capital stock.

WALTHER, KEY, MAUPIN, OATS, COX & LEGOVY, ATTORNEYS AT LAW, RENO, NEVADA

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7. **MEMBERSHIP.** The Corporation shall have such Members as may from time to time be prescribed by the Bylaws. The manner of their designation by class or otherwise, and the rights of each class of Members shall be determined according to the Bylaws in effect from time to time.

8. **BOARD OF DIRECTORS.**

8.1 **Governing Board.** The affairs and management of the Corporation shall be under the control of the governing board, which shall be known as the Board of Directors.

8.2 **Initial Board of Directors.** The Board of Directors of the Corporation shall initially consist of one (1) member. The name and address of the initial member of the Board of Directors are as follows. Such individual shall serve as Director until the first annual meeting of the Members, or until his successor(s) shall have been elected and qualified.

**NAME**

**ADDRESS**

Donald B. Wilkerson

3500 Lakeside Court, Suite 150  
Reno, Nevada 89509

8.3 **Increase or Decrease of Directors.** The number of Directors of the Corporation may be increased or decreased from time to time by amendment to the Bylaws of the Corporation; provided, however, that there must always be at least one (1) Director. The terms of office and the manner of the Directors' designation or election shall be determined according to the Bylaws then in effect.

9. **BYLAWS.** The Board of Directors shall have the power to make such Bylaws as it may deem proper for the management of the affairs of the Corporation. Such Bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

10. **OFFICERS.** The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or election shall be determined according to the Bylaws then in effect.

11. **REGISTERED OFFICE AND RESIDENT AGENT.**

11.1 **Registered Office.** The address of the registered office of the Corporation is 3500 Lakeside Court, P. O. Box 30000, Reno, Washoe County, Nevada 89520. The Corporation may conduct all or part of its business in any other part of the State of Nevada.

11.2 **Resident Agent.** The Resident Agent of the Corporation is the law firm of Walther, Key, Maupin, Oats, Cox & LeGoy located at 3500 Lakeside Court, P. O. Box 30000, Reno, Nevada 89520.

WALTHER, KEY, MAURIN, OATS, COX & LEGOY, ATTORNEYS AT LAW, RENO, NEVADA

12. EXEMPTION OF MEMBER'S PROPERTY. To the extent permitted by law, the property of each and every Member, officer, and Director of the Corporation, whether real or personal, tangible or intangible, now owned or hereafter acquired, is and shall be forever exempt from all debts and obligations of the Corporation of any kind whatsoever.

13. LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS. To the maximum extent permitted by law, no officer or Director of the Corporation shall be liable for any act or omission arising from failure, in the officer's or Director's official capacity, to exercise due care regarding the management or operation of the Corporation, except for any acts or omissions involving intentional misconduct, fraud, or a knowing violation of the law.

14. CHANGES TO ARTICLES AND DISSOLUTION. Either the Members of the Corporation or the Board of Directors of the Corporation shall have the right from time to time to propose or recommend that the Corporation be dissolved or that any provision contained in these Articles of Incorporation be amended, altered, changed, or repealed; provided that no such plan of dissolution or amendment, alteration, change, or repeal shall become effective unless and until it has been submitted to and approved by a majority of both the Board of Directors and Members (based on voting rights) of the Corporation entitled to vote. Upon the dissolution, winding up, or abandonment of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Members of the Corporation, unless applicable law requires otherwise, in which case such assets shall be distributed in accordance with applicable law.

15. NAME AND ADDRESS OF ORGANIZER. The name and address of the organizer of the Corporation are as follows:

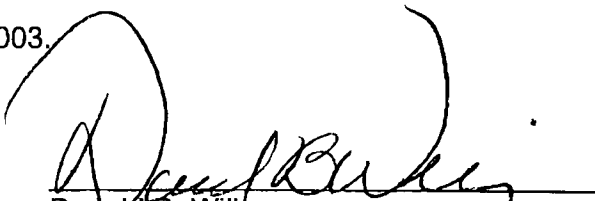
NAME

ADDRESS

Donald B. Wilkerson

3500 Lakeside Court, Suite 150  
Reno, Nevada 89509

Dated this 22<sup>nd</sup> day of July, 2003.

  
Donald B. Wilkerson

STATE OF NEVADA )  
 : ss.  
COUNTY OF WASHOE )

This instrument was acknowledged before me on July 22, 2003, by Donald B. Wilkerson.



Jean A Beeghly  
Notary Public

WALTHER, KEY, MAUPIN, OATS, COX & LEGOY, ATTORNEYS AT LAW, RENO, NEVADA

STATE OF MICHIGAN  
Secretary of State

I hereby certify that this is a true and complete copy of the document as filed in this office.

JUL 24 2003

  
Dean Heller

By Lauree Freeman