



DEAN HELLER
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Nonprofit Articles of Incorporation
 (PURSUANT TO NRS 82)

Filed in the office of <i>[Signature]</i> Ross Miller Secretary of State State of Nevada	Document Number 20080504268-85 Filing Date and Time 07/29/2008 2:45 PM Entity Number E0481472008-8
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Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	VILLAGIO DELLA MONTAGNA HOMEOWNERS ASSOCIATION																				
2. Resident Agent Name and Street Address: <small>(Must be a Nevada address where the corporation can be served.)</small>	Benchmark Premier Association Services <table border="0"> <tr> <td>Name</td> <td>Reno</td> <td>NEVADA</td> <td>89502</td> </tr> <tr> <td>4690 Longley Lane Suite 1</td> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> <tr> <td>Physical Street Address</td> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> <tr> <td>Additional Mailing Address</td> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> </table>	Name	Reno	NEVADA	89502	4690 Longley Lane Suite 1	City	State	Zip Code	Physical Street Address	City	State	Zip Code	Additional Mailing Address	City	State	Zip Code				
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3. Names, Addresses, Number of Board of Directors/Trustees:	The names and addresses of the First Board of Directors/Trustees are as follows: <table border="0"> <tr> <td>1. Troy Means Name</td> <td>10591 Double R. Blvd. Street Address</td> <td>Reno City</td> <td>NV State</td> <td>89521 Zip Code</td> </tr> <tr> <td>2. Travis Means Name</td> <td>10591 Double R. Blvd. Street Address</td> <td>Reno City</td> <td>NV State</td> <td>89521 Zip Code</td> </tr> <tr> <td>3. Alan Means Name</td> <td>10591 Double R. Blvd. Street Address</td> <td>Reno City</td> <td>NV State</td> <td>89521 Zip Code</td> </tr> <tr> <td>4. Eric Kronawetter Name</td> <td>Ridgeview Drive, Ste: 300 Street Address</td> <td>Reno City</td> <td>NV State</td> <td>89519 Zip Code</td> </tr> </table>	1. Troy Means Name	10591 Double R. Blvd. Street Address	Reno City	NV State	89521 Zip Code	2. Travis Means Name	10591 Double R. Blvd. Street Address	Reno City	NV State	89521 Zip Code	3. Alan Means Name	10591 Double R. Blvd. Street Address	Reno City	NV State	89521 Zip Code	4. Eric Kronawetter Name	Ridgeview Drive, Ste: 300 Street Address	Reno City	NV State	89519 Zip Code
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4. Purpose:	The purpose of this Corporation shall be: The purpose for which the Association is formed is to maintain.... (see Article 8, attached.)																				
5. Names, Addresses and Signatures of Incorporators: <small>(Attach additional copies if there is more than 1 incorporator.)</small>	Troy Means <table border="0"> <tr> <td>Name</td> <td><i>[Signature]</i> Signature</td> <td>Reno</td> <td>NV</td> <td>89521</td> </tr> <tr> <td>10591 Double R. Blvd.</td> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> </table>	Name	<i>[Signature]</i> Signature	Reno	NV	89521	10591 Double R. Blvd.	City	State	Zip Code											
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6. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. <table border="0"> <tr> <td><i>[Signature]</i> Authorized Signature of R.A. or On Behalf of R.A. Company</td> <td>9/28/07 Date</td> </tr> </table>	<i>[Signature]</i> Authorized Signature of R.A. or On Behalf of R.A. Company	9/28/07 Date																		
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This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form NRS 82 ARTICLES 2008
 Revised on 4/21/04

**ATTACHMENT TO
ARTICLES OF INCORPORATION**

OF

**VILLAGIO DELLA MONTAGNA HOMEOWNERS ASSOCIATION
a Nevada nonprofit corporation**

**ARTICLE 7
DEFINITIONS**

7.1 "Declaration" means the First Amended and Restated Declaration of Covenants, Conditions and Restrictions for Villagio Della Montagna recorded on November 20, 2007, as Document No. 3596190, Official Records, Washoe County, Nevada, as amended, supplemented, and/or restated from time to time.

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

**ARTICLE 8
PURPOSES**

(continued...)

[maintain], operate and govern a certain common-interest community known as Villagio Della Montagna Homeowners Association located in Washoe County, Nevada. The Association 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, and any other covenants, conditions and restrictions applicable to the Project. 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 9
PRINCIPAL PLACE OF BUSINESS**

The initial principal place where the business of the Association shall be transacted and carried on will be at 10591 Double R. Blvd., Reno, Nevada 89521.

**ARTICLE 10
TERM**

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

**ARTICLE 11
MEMBERSHIP**

The Association is not authorized to have and shall not issue any capital stock. The Members of the Association shall be the Owners of the Lots and Declarant, for so long as Declarant owns any portion of the Property. All Owners shall be Members of the Association. The membership of Owners shall be appurtenant to and may not be separated from ownership of any Lot.

**ARTICLE 12
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors, which shall have not less than three (3) nor more than seven (7) directors, all of whom must be at least eighteen (18) years of age. Except as otherwise provided in Article 3 hereof, the exact number of directors shall be set by the Members of the Association at any annual or special meeting, in accordance with the Bylaws. Except for the members of the Board appointed by Declarant in accordance with these Articles, the Declaration and the Bylaws, and the first Board named in these Articles of Incorporation, all members of the Board shall be Members of the Association. The following described persons may serve on the Board as representatives of Members which are not natural persons: one officer or director of a corporation which is a Member, one general partner of a partnership which is a Member, one member or manager of a limited liability company which is a Member, one trustee or beneficiary of a trust which is a Member and one personal representative of an estate which is a Member. In all events where the person serving or offering to serve as an officer of the Association or member of the Board is not the record Owner, such person shall file proof of his or her authority in the records of the Association.

**ARTICLE 13
FIRST BOARD OF DIRECTORS**

The members of the first Board of the Association named herein shall serve until the first annual meeting of the Members of the Association is called for the purpose of electing their successors, except as otherwise provided in Article Six of the Bylaws.

**ARTICLE 14
VOTING RIGHTS OF MEMBERS
AND RIGHT OF DECLARANT TO APPOINT OFFICERS AND DIRECTORS**

14.1 General. One (1) vote shall be allocated to each Lot. Additionally, as to any portion of the Project not yet subject to a Map, that portion of the Project shall be deemed to contain the number of Lots designated for such portion on the Tentative Map, and shall have one (1) vote for each such deemed Lot. For purposes of voting rights only, the term "Lot" shall include deemed Lots under this subsection. Except as otherwise provided in Sections 14.2 and 14.3, on any Association matter subject to Member voting, a Member (including Declarant), in accordance with the provisions of the Declaration, these Articles, and the Bylaws, may cast the vote(s) allocated to such Member's Lot(s); provided, however, that no vote allocated to a Lot

owned by the Association may be cast. In the case of a Lot owned by two (2) or more persons or entities, the vote allocated to that Lot shall be cast by only one of them, in accordance with the Bylaws. Voting shall not be cumulative.

14.2 Appointment and Removal of Members of Board and Officers of Association. Subject to the provisions of Section 14.3, Declarant has reserved the right and shall have the right to appoint and remove all of the members of the Board and all of the officers of the Association until the earlier of the following events:

(i) Sixty (60) days after conveyance to Owners other than a declarant of seventy-five percent (75%) of the maximum number of Lots that may be created within the Property; or

(ii) Five (5) years after Declarant has ceased to offer for sale in the ordinary course of business any Lots within the Project; or

(iii) Five (5) years after any right to add new Lots was last exercised.

Declarant shall have the right to designate a person or persons who are entitled to exercise the rights reserved to Declarant under this Section 14.2. The date on which the rights reserved by Declarant under this Section 14.2 terminate is herein called "the Declarant's Control Termination Date." From and after the Declarant's Control Termination Date, the Board of Directors and the officers of the Association shall be elected and appointed as provided in these Articles and the Bylaws.

14.3 Composition of Board of Directors. Notwithstanding anything to the contrary set forth herein, and in accordance with the Bylaws, not later than sixty (60) days after conveyance to Owners other than a declarant of twenty-five percent (25%) of the maximum number of Lots that may be created within the Property, at least one member and not less than twenty-five percent (25%) of the members of the Board shall be elected by Owners other than the Declarant. Not later than sixty (60) days after conveyance to Owners other than a declarant of fifty percent (50%) of the maximum number of Lots that may be created within the Property, not less than thirty-three and one-third percent (33-1/3%) of the members of the Board shall be elected by Owners other than the Declarant.

ARTICLE 15
RIGHTS AND OBLIGATIONS OF MEMBERS

Other property rights, voting rights, to include the manner in which votes shall be cast, and other rights and privileges of the Members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws and the Declaration.

ARTICLE 16
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 of Incorporation, the percentage of the voting power of the Association necessary to amend a specific clause or provision herein shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

ARTICLE 17
DIRECTORS AND OFFICERS 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 Director and officer of the Association shall be entitled to indemnification for losses or claims arising from service as a Director 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 Director's or officer's conduct involved willful or wanton misfeasance or gross negligence.

ARTICLE 18
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon a dissolution of the corporation, the assets of the Association shall be distributed to the Owners of the Lots in undivided interests proportionate to the number of Lots in the Project held by such Owners.


