

FILED # C18177-99

JUL 28 1999

ARTICLES OF INCORPORATION
OF

WYNDGATE VILLAGE HOMEOWNERS ASSOCIATION

IN THE OFFICE OF
John Hill
DEAN MILLER CLERK OF COURTS

We, the undersigned, do hereby associate together for the purpose of forming a nonprofit corporation, pursuant to Chapter 82 of the Nevada Revised Statutes, and certify as follows:

ARTICLE 1
NAME

The name of the corporation shall be "WYNDGATE VILLAGE HOMEOWNERS ASSOCIATION", hereinafter called the "Association."

ARTICLE 2
DEFINITIONS

1. "Declaration" means that certain Master Declaration of Covenants, Restrictions and Easements for Double Diamond Ranch, dated June 11, 1996, recorded in the Official Records of the County of Washoe, as Instrument Number 2004353, as supplemented by that certain Supplemental Declaration of Covenants, Restrictions and Easements for Wyndgate Village, recorded on May 8, 1996, as Instrument Number 2207640, at Book 5228, Page 0922, Official Records, Washoe County, Nevada, as may be amended from time to time.

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 3
NONPROFIT CORPORATION

The Association is a nonprofit corporation.

ARTICLE 4
PURPOSES

The purpose for which the Association is formed is to provide for the care and maintenance of Association Property 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 Property, and any amendments thereto;

2. Subject to such limitations as are set forth in these Articles, the Bylaws and the Declaration, to have and exercise all rights, powers and privileges which a non-profit corporation organized under Chapter 82 of the Nevada Revised

Statutes may now or hereafter have or exercise and all powers provided for in Section 118.3102 of the Nevada Revised Statutes.

ARTICLE 5
PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT

The principal place where the business of the Association shall be transacted and carried on, will be at 800 South Meadows Parkway #100, Reno, Nevada 89511. The initial resident agent of the Association shall be CSC Services of Nevada, Inc. and the address of the registered agent where service of process may be served and the address of the registered office of the Association shall be at 502 East John Street, Carson City, Nevada 89706.

ARTICLE 6
TERM

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

ARTICLE 7
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. The Owner(s) of each Lot shall have one (1) membership in the Association. The number of memberships in the Association shall be equal to the number of Lots within the Property.

ARTICLE 8
BOARD OF DIRECTORS

The Association shall have five (5) directors, all of whom must be at least eighteen (18) years of age. Except as otherwise provided in Section 10(2) hereof, the exact number of directors shall be set by the Members of the Association at any annual or special meeting. 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 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 9
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. The first annual meeting of the Members of the Association shall be held not later than the earlier of (a) forty-five (45) days after the closing of the sale of the Lot which represents the fifty-first percentile interest in the total number of Lots in the Property, or (b) one (1) year after the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Nevada. Such meeting shall be called, noticed and conducted in accordance with these Articles and the Bylaws of the Association. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Declarant shall have the right to appoint and remove the Board in the manner and to the extent provided for in Section 10.2 hereof. The names and addresses of those selected to act as directors of the Association until the first annual meeting of the Members of the Association or until their successors shall have been elected and have accepted office are:

Charles Grimshaw
800 South Meadows Parkway, Suite 100
Reno, Nevada 89511

James Greer
800 South Meadows Parkway, Suite 100
Reno, Nevada 89511

James Zaocheo
800 South Meadows Parkway, Suite 100
Reno, Nevada 89511

Kraig Knudsen
800 South Meadows Parkway, Suite 100
Reno, Nevada 89511

Debi Smith
800 South Meadows Parkway, Suite 100
Reno, Nevada 89511

ARTICLE 10
PROPERTY RIGHTS AND INTERESTS AND VOTING RIGHTS

1. Property Rights of Members. The property rights and interests of the Members of the Association shall be equal.

2. Voting.

(a) General. Except as otherwise provided in subsections (b) and (c) of this Section 10(2), and as more particularly described in the Bylaws, each Member shall be entitled to one vote for each Separate Interest owned by such Member; provided, however, that no vote allocated to a Separate

Interest owned by the Association may be cast.

(b) Appointment and Removal of Members of Board and Officers of Association. Subject to the provisions of subsection (c) of this Section 10(2), 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 of seventy-five percent (75%) of the Lots that may be created in the Properties and Subsequent Phase Properties to owners other than a Declarant; or

(ii) Five (5) years after Declarant has ceased to offer for sale in the ordinary course of business any Separate Interests within the Properties or Subsequent Phase Properties;

(iii) Five (5) years after any right to annex Subsequent Phase Properties was last exercised; or

(iv) In the event and at such time as Declarant waives by written instrument the rights reserved by Declarant under this subparagraph (b), and such written waiver is recorded in the Official Records of the County Recorder of Washoe County, Nevada. Declarant shall have the right to designate a person or persons who are entitled to exercise the rights reserved to Declarant under this subparagraph (b). The date on which the rights reserved by Declarant under this subparagraph (b) 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.

(c) Composition of Board of Directors.

Notwithstanding anything to the contrary set forth herein, not later than sixty (60) days after conveyance of Lots equal to twenty-five percent (25%) of the total number of Lots which may be created in the Properties to Owners other than Declarant or a Successor Declarant, at least one (1) member and not less than twenty-five percent (25%) of the members of the Board shall be elected by Members other than the Declarant. Not later than sixty (60) days after conveyance of Lots equal to fifty percent (50%) of the total number of Lots which may be created within the Properties, to Owners other than Declarant or a Successor Declarant, not less than thirty-three and one-third percent (33-1/3%) of the members of the Board shall be elected by Members other than the Declarant. Not later than the Declarant's Control Termination Date, the Members shall elect a Board of at least five (5) members, at least a majority of whom must be Owners.

**ARTICLE 11
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 12
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended only by the vote or written consent of Members entitled to exercise at least two-thirds (2/3rds) of the voting power of the Association.

ARTICLE 13

The name and address of the incorporator of the Association, whose signature appears below, is as follows:

C. Woodgate
502 E John Street Room E
Carson City NV 89706

IN WITNESS WHEREOF, the undersigned has executed this document on this day of July __, 1999.

By: C. Woodgate

Secretary of State

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
State Capitol Complex
Carson City, Nevada 89710

Telephone (702) 687-5200
Fax (702) 687-3471

**CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY
RESIDENT AGENT**

FILED # C18177-99
JUL 29 1999

IN THE OFFICE OF
John Hill
DEAR HELLER SECRETARY OF STATE

In the matter of WYNDGATE VILLAGE HOMEOWNERS ASSOCIATION
Name of Corporation

I, CSC SERVICES OF NEVADA, INC. with address at Suite E
Name of Resident Agent

Street 502 EAST JOHN STREET

City of CARSON CITY, State of Nevada, Zip Code 89706

hereby accept appointment as resident agent of the above-named corporation in
accordance with NRS 78.090.

(mailing address if different: _____)

ULY 23, 19 99

By: *C. Wendt*
Signature of Resident Agent

NRS 78.090. Except during any period of vacancy described in NRS 78.097, every corporation must have a resident agent, who may be either a natural person or a corporation, resident, or located in this state. Every resident agent must have a street address, where he maintains an office for the service of process, and may have a separate mailing address such as a Post Office Box, which may be different from the street address. The address of the resident agent is the registered office of the corporation in this state. The resident agent may be any bank or banking corporation or other corporation located and doing business in this state. The Certificate of Acceptance must be filed at the time of the initial filing of the corporate papers.