

AUG 18 1998

DEAN HELLER SECRETARY OF STATE

No. C 191677.98

**ARTICLES OF INCORPORATION  
OF  
DEER CREEK OWNERS ASSOCIATION,  
a Nevada nonprofit corporation**

The undersigned, who are the original incorporators, do hereby associate together for the purpose of forming a nonstock, nonprofit cooperative corporation, pursuant to Chapter 82 of Nevada Revised Statutes, and certify as follows:

1. **Name.** The name of the corporation shall be "DEER CREEK OWNERS ASSOCIATION", a Nevada nonprofit corporation, hereinafter called the "Association".

2. **Purposes.** The purposes for which the Association is formed are the following:

2.1 To have and exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration of Covenants, Conditions, and Restrictions for Deer Creek, a Condominium (the "Declaration"), recorded on July 8, 1998, as Document No. 2229235. Official Records, Washoe County, Nevada, and amendments thereto.

2.2 To have and exercise all rights, powers, and privileges that a nonprofit cooperative corporation organized under NRS Chapter 82 may now or hereafter have or exercise.

The Association does not contemplate pecuniary gain or profit to any Members thereof or to any other individual and is organized solely for nonprofit purposes with the intent that the Association shall qualify for the tax exemption provided for under Section 528 of the Internal Revenue Code of 1954 as amended. No part of the net earnings of the Association (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 or private individual.

3. **Place of Business.** The principal place where the business of the Association shall be transacted and carried on will be at 264 Village Boulevard, Building 2, Incline Village, Nevada 89451-9447.

4. **Term.** The term for which the Association shall exist shall be perpetual.

5. **Board of Directors.** The Association shall be governed by a Board of Directors. The number of directors shall be not less than three, nor more than seven. The exact number of directors shall be set by the Members of the Association at any annual or special meeting. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Paul Zahler	923 Incline Way, Suite 23 Incline Village, Nevada 89451
James F. Clark	923 Incline Way, Suite 23 Incline Village, Nevada 89451
Mary Pat Zahler	923 Incline Way, Suite 23 Incline Village, Nevada 89451

The initial directors shall serve for the first year and until their successors have been elected and have accepted office, except as otherwise provided in the Declaration.

6. **Membership, Voting Power, and Property Rights and Interests.** The qualifications, rights, privileges, duties, and obligations of the Members shall be as set forth in the Declaration, which provides as follows:

6.1 Each Owner of a Unit defined in the Declaration shall be a Member of the Association.

6.2 Each Member shall have the property rights and interests allocated in Section 2.3 of the Declaration.

6. **No Capital Stock.** The Association is not authorized to have and shall not issue any capital stock.

7. **Indemnification.** The Association may agree to indemnify, and may indemnify, any person to the extent permitted by law.

8. **Resident Agent and Registered Office.** The name of the initial Resident Agent and the address of the initial Registered Office for the Association is as follows:

Registered Agent:	Robert Damon Spitzer
Address of Registered Office:	264 Village Boulevard, Bldg. 2, Incline Village, Nevada 89451-9447

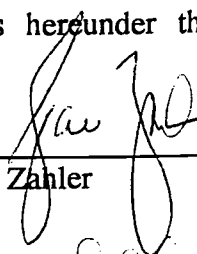
9. **Incorporators.** The names and addresses of the incorporators, the majority of whom are Nevada residents, are as follows:

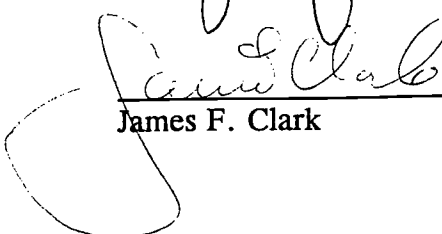
<u>Name</u>	<u>Address</u>
Paul Zahler	923 Incline Way, Suite 23 Incline Village, Nevada 89451

James F. Clark

923 Incline Way, Suite 23  
Incline Village, Nevada 89451

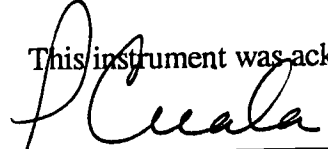
IN WITNESS WHEREOF, we have set our hands hereunder this 14 day of AUGUST, 1998.

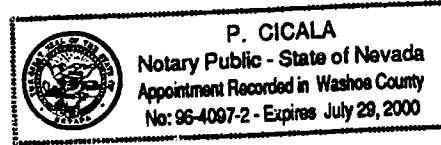
  
\_\_\_\_\_  
Paul Zahler

  
\_\_\_\_\_  
James F. Clark

STATE OF NEVADA     )  
                                  )  
                                  )     ss.  
COUNTY OF WASHOE    )

This instrument was acknowledged before me on 8-14, 1998, by PAUL ZAHLER

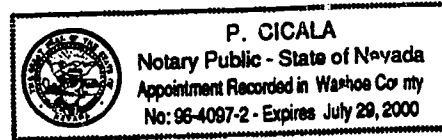
  
\_\_\_\_\_  
Notary Public



STATE OF NEVADA     )  
                                  )  
                                  )     ss.  
COUNTY OF WASHOE    )

This instrument was acknowledged before me on 8-14, 1998, by JAMES F. CLARK

  
\_\_\_\_\_  
Notary Public



AUG 18 1998

**ACCEPTANCE OF APPOINTMENT  
BY RESIDENT AGENT**

DEAN HELLER SECRETARY OF STATE

No. C1967798 <sup>Dean Heller</sup> Effective upon filing of these Articles of Incorporation, the undersigned accepts appointment as Resident Agent of the above-named corporation.



Robert Damon Spitzer, Resident Agent

Address: 264 Village Boulevard, Bldg. 2  
Incline Village, Nevada 89451-9447