

MAY 2 1985

HOWARD S. BARNES SECRETARY OF STATE

Howard S. Barnes

No. 3010-85

ARTICLES OF INCORPORATION

OF

FAIRWAY PINES ASSOCIATION

We, the undersigned, a majority of whom are residents of the State of Nevada, do hereby associate together for the purpose of forming a non-stock, non-profit corporation, pursuant to NRS 81.410 through NRS 81.540, inclusive, and certify as follows:

ARTICLE ONE

NAME

The name of the corporation shall be "FAIRWAY PINES ASSOCIATION", hereinafter called "the Association".

ARTICLE TWO

PURPOSES

The purpose for which the Association is formed is to provide for the acquisition, management, maintenance and care of Association property as defined under the terms and conditions of the Declaration of Covenants, Conditions and Restrictions of Fairway Pines, a Townhouse Development, re-recorded on September 30, 1980, as Document No. 697364, in Book 1551, at Page 0573, Official Records of Washoe County, Nevada as amended from time to time ("the Declaration"), 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 real property subject to the

Declaration, and any amendments thereto;

2. To have and exercise all rights, powers and privileges which a non-profit corporation organized under Chapter 81 of the Nevada Revised Statutes may now or hereafter have or exercise.

ARTICLE THREE

PLACE OF BUSINESS

The principal place where the business of the Association shall be transacted and carried on, will be at 45 Crown Place, Incline Village, Washoe County, Nevada.

ARTICLE FOUR

TERM

The term for which the Association shall exist shall be fifty (50) years.

ARTICLE FIVE

NO CAPITAL STOCK

Members of the Association shall be every Owner of a fee or undivided fee interest in any Lot subject by covenants of record to assessment by the Association and every person who holds a contract purchaser's interest of record in a Lot. There shall be no other qualification for membership except as set forth above. Membership shall terminate on transfer of a fee simple title by an Owner of the contract purchaser's interest by a contract purchaser who qualifies as a Member. If an Owner sells a Lot by contract of sale, upon recordation thereof, the Owner's membership shall terminate and the purchaser's membership

shall commence.

ARTICLE SIX

BOARD OF DIRECTORS

The Association shall have not less than three (3) nor more than five (5) directors. The exact number of directors shall be set by the members of the Association at any annual or special meeting. The directors of the Association need not be members of the Association.

ARTICLE SEVEN

FIRST BOARD OF DIRECTORS

The members of the first board of directors of the Association named herein shall serve until a special meeting of the members of the Association called for the purpose of electing their successors. Such special meeting shall be held not later than the earlier of (1) sixty (60) days after the filing of these Articles of Incorporation with the Secretary of State of Nevada; or (2) December 31, 1985. Such meeting shall be called, noticed and conducted in accordance with these Articles and the Bylaws of the Association. The names and addresses of those selected to act as directors of the Association for the first year or until their successors shall have been elected and have accepted office are:

Henry Longres

c/o Fidelity New York Savings
& Banking Center
155 Jericho Turnpike
Floral Park, N.Y.

Jerry M. Smith

P. O. Box 7674
Incline Village, Nevada 89450

Carla M. Smith

P. O. Box 7674
Incline Village, Nevada 89450

ARTICLE EIGHT

PROPERTY RIGHTS AND INTERESTS AND VOTING RIGHTS

a. Property Rights. The property rights and interests of the members of the Association shall be equal.

b. Voting Rights. Each Member will be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Article Five of these Articles of Incorporation. If more than one person holds such interest or interests, all such persons shall be Members, but the vote for such Lot shall be exercised as the persons holding such Lot shall determine among themselves, provided that in no event shall more than one (1) vote be cast with respect to any such Lot.

ARTICLE NINE

WINDING UP OR DISSOLUTION

The Association is one which does not contemplate pecuniary gain or profit to the members thereof or any other individual and is organized solely for non-profit 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. Upon winding up and dissolution of the Association, and after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed and divided in accordance with the provisions of NRS 81.280 and NRS 81.520. 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 private shareholder or individual.

ARTICLE TEN

CUMULATIVE VOTING

Election of directors of the Association shall be by cumulative voting. Each Member shall be entitled to as many votes as equal the number of Lots in which they hold the interest required for membership by Article Five of these Articles of Incorporation multiplied by the number of directors to be elected. Each Member may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as the Member may see fit.

ARTICLE ELEVEN

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 of the Association and the Declaration.

ARTICLE TWELVE

BYLAWS

The Association shall, within one (1) month after filing these Articles with the Secretary of State of Nevada,

adopt a code of Bylaws ("the Bylaws") consistent with the provisions of the non-stock, non-profit cooperative corporation law of Nevada. Pursuant to the provisions of NRS 81.470, the power to make additional Bylaws and to alter the Bylaws is conferred upon the board of directors of the Association.

ARTICLE THIRTEEN

ADDITIONAL TERMS DEFINED

Other terms defined in the Declaration shall have the same meanings when used in these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of April, 1985.

Jerry M. Smith
Jerry M. Smith

Carla M. Smith
Carla M. Smith

Henry Longres
Henry Longres

STATE OF NEW YORK)
COUNTY OF NASSAU) ss.

On APRIL 29 1985, 1985, personally appeared before me, a Notary Public, HENRY LONGRES, who acknowledged that he executed the foregoing instrument.

Gail E. Allibone
Notary Public

GAIL E. ALLIBONE
NOTARY PUBLIC, State of New York
No. 50-5084353
Qualified in Nassau County
Commission Expires March 30, 1986

STATE OF Nevada)
COUNTY OF Washoe) ss.

On April 26, 1985, personally
appeared before me, a Notary Public, JERRY M. SMITH, who
acknowledged that he executed the foregoing instrument.

Jerry M. Smith
Notary Public

STATE OF Nevada)
COUNTY OF Washoe) ss.

On April 26, 1985, personally
appeared before me, a Notary Public, CARLA M. SMITH, who
acknowledged that he executed the foregoing instrument.

Carla M. Smith
Notary Public



JERRY M. SMITH
Notary Public - State of Nevada
Appointment Recorded in Washoe County
MY APPOINTMENT EXPIRES NOV. 9, 1987



CARLA M. SMITH
Notary Public - State of Nevada
Appointment Recorded in Washoe County
MY APPOINTMENT EXPIRES NOV. 9, 1987

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

FAIRWAY PINES ASSOCIATION

FAIRWAY PINES ASSOCIATION, a Nevada non-stock, non-profit corporation, under its corporate seal, and at the hands of its duly elected and acting President and Secretary, does hereby certify:

1. That the Board of Directors of this Corporation by unanimous written consent pursuant to NRS 78.315, 81.460 and 81.500 adopted a certain resolution setting forth the amendment herein, and declaring its advisability and calling for the written consent of members entitled to vote for the consideration thereof, to wit:

RESOLVED, that it is deemed advisable, in the judgment of this Board of Directors, that Article Fourteen of the Articles of Incorporation of FAIRWAY PINES ASSOCIATION be added to read in its entirety as follows:

ARTICLE FOURTEEN

LIMITATION ON OFFICERS' AND DIRECTORS' LIABILITY

The liability of officers and directors for damages for breach of their fiduciary duties to the corporation and members is limited to acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law, or, the payment of dividends in violation of NRS 78.300.

RESOLVED, FURTHER, that the proposed Amendment within the resolution listed above be examined by all members and be ratified and approved by the members of the Corporation pursuant to the provisions of NRS 78.320.

RESOLVED, FURTHER, that if the members having a majority of the voting power shall consent in writing to the amendment, then the corporation shall make, under its corporate seal, and the hands of its President and Secretary, and shall acknowledge and file, the certificate required by NRS 78.390, and do all things necessary to effect the amendment.

2. That pursuant to the resolution, and as required and permitted by NRS 78.390 and 78.320, respectively, there has been secured the written consent to the proposed amendment a

