

SEP 23 1997

No.

C20526-97

Dean Heller

DEAN HELLER, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

LAKE COUNTRY ESTATES
OWNERS ASSOCIATION,
a Nevada non-profit corporation

The undersigned, who are the original incorporators, do hereby associate together for the purpose of forming a non-profit cooperative corporation, pursuant to Chapter 81 of Nevada Revised Statutes, and certify as follows:

1. **Name.** The name of the corporation shall be "LAKE COUNTRY ESTATES OWNERS ASSOCIATION", a Nevada non-profit 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 Lake Country Estates (the "Declaration"), recorded September 19, 1997, as File No. 2136941 in the Office of the Recorder of Washoe County, Nevada.

2.2 To have and exercise all rights, powers, and privileges that a non-profit cooperative corporation organized under NRS 81.410 through 81.540 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 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. 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.

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.

| <u>Name</u> | <u>Address</u> |
|------------------|---------------------------------------------------------------|
| Lynn L. Fetterly | 105 Augusta Court Dayton, Nevada 89403 |
| Dale E. Smith | 774 Mays Boulevard, Suite 11 Incline Village, Nevada 89451 |
| James P. Borelli | Post Office Box 6823 Incline Village, Nevada 89450 |

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, Building 2 Incline Village, Nevada 89451 |

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


Dale E. Smith

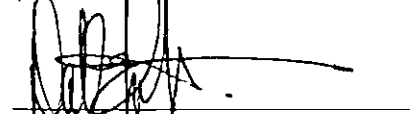
774 Mays Boulevard, Suite 11
Incline Village, Nevada 89451

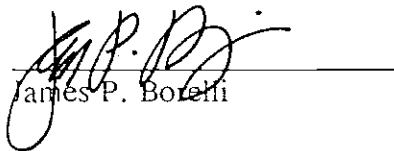
James P. Borelli

Post Office Box 6823
Incline Village, Nevada 89450

IN WITNESS WHEREOF, we have set our hands hereunder this 17 day of
SEPTEMBER, 1997.

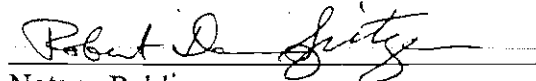

Lynn L. Fetterly

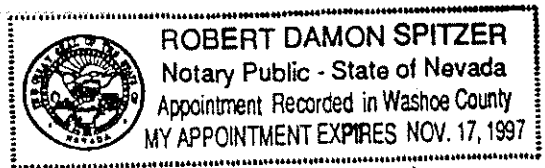

Dale E. Smith


James P. Borelli

STATE OF NEVADA)
)
COUNTY OF WASHOE) ss.

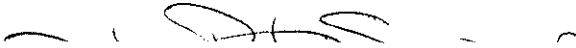
This instrument was acknowledged before me on SEPTEMBER 17, 1997, by LYNN L. FETTERLY.


Notary Public



STATE OF NEVADA)
)
COUNTY OF Washoe))ss.

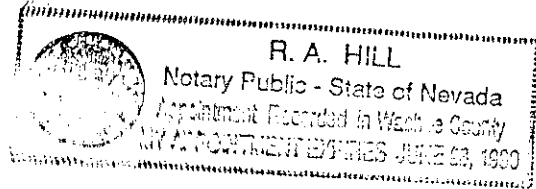
This instrument was acknowledged before me on 9-23, 1997, by DALE E. SMITH.



STATE OF NEVADA)
)ss.
COUNTY OF WASHOE)

This instrument was acknowledged before me on September 17, 1997, by JAMES P. BORELLI.

R. A. Hill
Notary Public



**ACCEPTANCE OF APPOINTMENT
BY RESIDENT AGENT**

Effective upon filing of these Articles of Incorporation, the undersigned accepts appointment as Resident Agent of Lake Country Estates Owners Association

Robert Damon Spitzer
Robert Damon Spitzer, Resident Agent

Address: 264 Village Blvd., Bldg. 2
 Incline Village, Nevada 89451