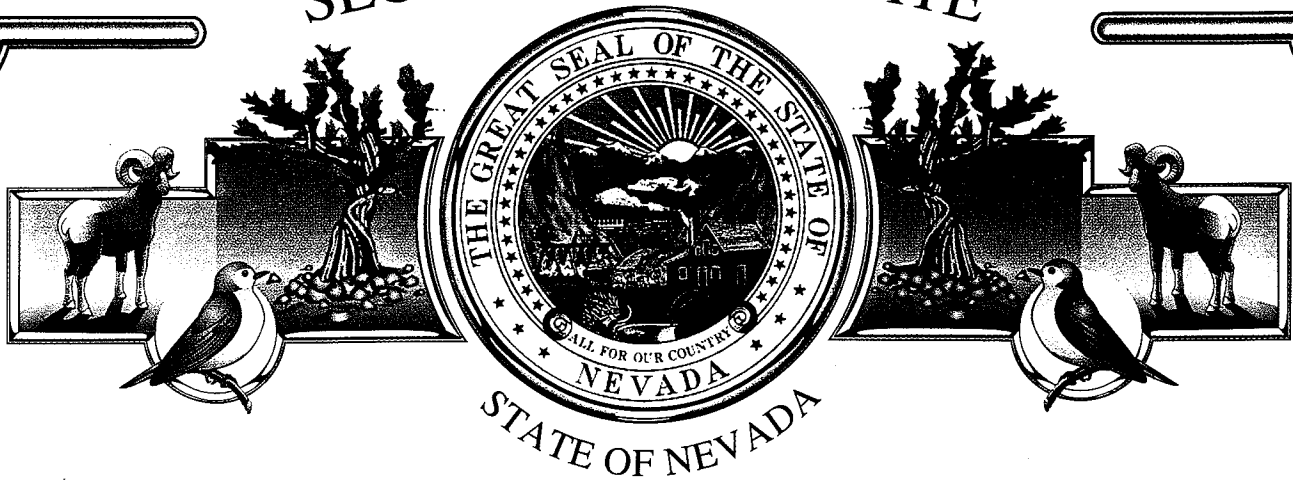


SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **PINEBROOK HOMEOWNERS ASSOCIATION** did on **March 8, 2000** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **March 8, 2000**.

Dean Heller

Secretary of State

By *Denise A. Bates*

Certification Clerk

MAR 08 2000

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PINEBROOK HOMEOWNERS ASSOCIATION,
a Nevada nonprofit corporation

The undersigned, who is the original incorporator, does hereby establish a nonstock, nonprofit cooperative corporation, pursuant to Chapter 82 of Nevada Revised Statutes, and certifies as follows:

1. **Name.** The name of the corporation shall be "PINEBROOK HOMEOWNERS 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 Mt. Brook Station Condominiums (the "Declaration"), recorded on February 29, 2000, as Document No. 2425977. 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. **Directors.** The governing board of the corporation shall be styled as a "Board of Directors", and any member of the Board of Directors shall be styled as a "Director". There shall be a variable number of Directors within a fixed minimum of three and a fixed maximum of seven; setting the number of Directors shall be accomplished as provided in the Bylaws. The number of Directors constituting the first Board of Directors of the corporation is four; and the names and post office box or street address, either residence or business, of each such Directors are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Charles Bricken | 6623 Castle Bar Court Kingstowne, Virginia 22315-5522 |
| Susan Bricken | 6623 Castle Bar Court Kingstowne, Virginia 22315-5522 |
| Alex Bricken | P.O. Box 519 Albion, CA 95410 |
| Alene Bricken | 876 Tanager Incline Village, NV 89451 |

6. **Incorporator.** The name and address of the person signing these Articles of Incorporation are:

| | |
|----------------------|---|
| Robert Damon Spitzer | 264 Village Blvd., Bldg. 2 Incline Village, NV 89451 |
|----------------------|---|

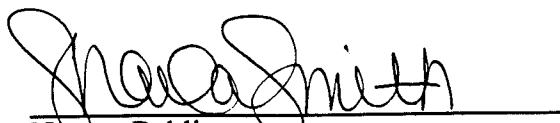
7. **Resident Agent.** The person designated as the resident agent of the corporation is Robert Damon Spitzer, 264 Village Blvd., Bldg. 2, Incline Village, NV 89451.

IN WITNESS WHEREOF, I have set my hand hereunder this 6 day of March, 2000.


 Robert Damon Spitzer

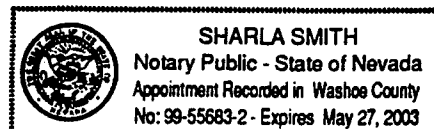
STATE OF NEVADA)
)
 COUNTY OF WASHOE) ss.

This instrument was acknowledged before me on March 6, 2000, by Robert Damon Spitzer.



 Notary Public

My commission expires: 5/27/03



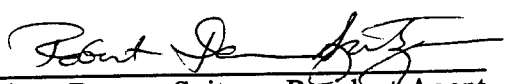
FILED # C6259-00

MAR 08 2000

**ACCEPTANCE OF APPOINTMENT
BY RESIDENT AGENT**

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

Effective upon filing of these Articles of Incorporation, the undersigned accepts appointment as Resident Agent of Pinebrook Homeowners Association.


Robert Damon Spitzer, Resident Agent

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

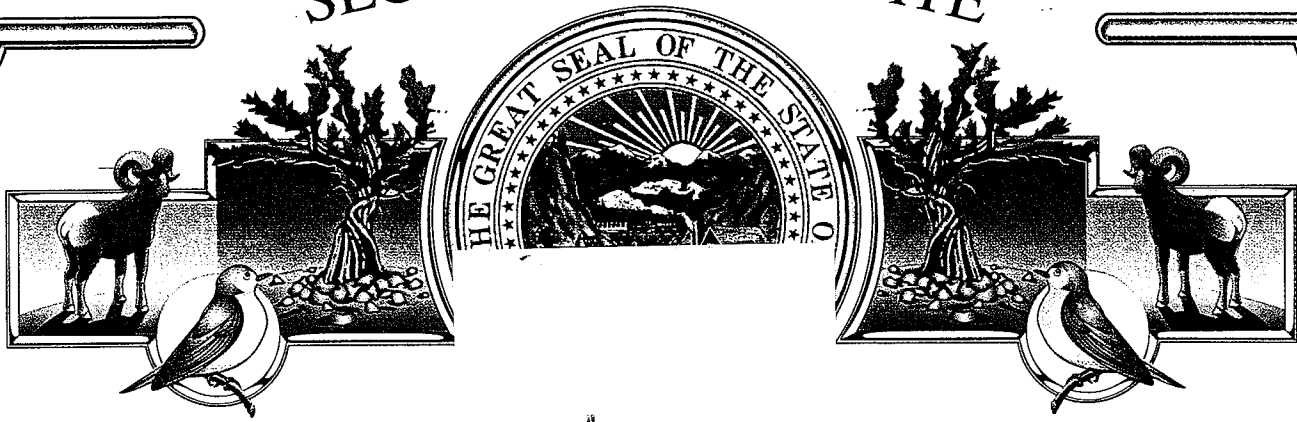
**CERTIFICATE OF SECRETARY
OF
PINEBROOK
HOMEOWNERS ASSOCIATION,
a Nevada nonprofit corporation**

I hereby certify that I am the duly elected and acting Secretary of the above Corporation and that the foregoing Bylaws, comprising 16 pages, constitute the Bylaws of the Corporation as duly adopted at a meeting of the Board of Directors of the Corporation held on MARCH 31, 2000.

Dated: 4/12, 2000.

Alexander Bricken
ALEXANDER BRICKEN, Secretary

SECRETARY OF STATE



CERTIFICATE OF DISSOLUTION

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and that I am the proper officer to execute this certificate.

I further certify that **MT. BROOK STATION COOPERATIVE APARTMENT**, duly organized and existing under and by virtue of the laws of the State of Nevada, did, on the 19th day of October, 2000, file in the office of Secretary of State a **CERTIFICATE OF DISSOLUTION**, that said action has been endorsed on all records of the same, and that it is hereby dissolved.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 19, 2000.



Dean Heller

Secretary of State

By

[Signature]

Certification Clerk

NAME: MT. BROOK STATION COOPERATIVE APARTMENT

FILE TYP/NR C 3148-1980 ST NEVADA INC ON JUN 3, 1980 FOR 50 YEARS
STATUS: DISSOLVED : 10-19-00 NUMBER OF PAGES FILED: 0 TCH
TYPE: NON-PROFIT NRS 081.010 - 081.160
PURPOSE: OTHER
PROVIDE HOUSING

RA NBR: 73312
LIST OF OFFICERS FOR 99 - 00 FILED ON 07-22-99 SRH
RA DON GLENN ACCEPTED 010997
876 TANAGER INCLINE VILLAGE NV 89451
PRES LORETTA BECKMAN CARR P.O. BOX 1886 122183
FRANKTOWN RANCH CARSON CITY NV 89702
SECT ALEX BRICKEN 122183
BOX 519 ALBION CA 95410
TRES SUSAN BRICKEN 122183
876 TANAGER INCLINE VILLAGE NV 89451

MORE OFFICERS ON LIST

CMD?
PA1=MENU PF3=PAGE-> PF2=NEXT CORP PF5=END INQ PF7=LOOKUP

NAME: MT. BROOK STATION COOPERATIVE APARTMENT

| | | | |
|--------------------------------|-----------------|----------|------------|
| FILE TYP/NR C | 3148-1980 | | PF4=PAGE<- |
| 10-19-00 DISSOLUTION | | | |
| (2) PGS. | | | PXE |
| 08-11-97 OTHER AMENDMENT | | | |
| REINSTATED - REVOKED 3/1/97 | | | TCH |
| 01-09-97 RA RESOLUTION | | | |
| THOMAS W. GRUESEN, SR. | P O BOX 6879 | | |
| 848 Tanager Street | INCLINE VILLAGE | NV 89450 | BBR |
| 04-06-92 RA RESOLUTION | | | |
| LORETTA BECKMAN-CARR | FRANKTOWN RANCH | | |
| P.O. BOX 1886 | CARSON CITY | NV 89702 | RAJ |
| 02-13-92 RA RESOLUTION | | | |
| NIELS HEDVALL | BOX 6879 | | |
| 848 Tanager St | INCLINE VILLAGE | NV 89450 | F B |
| 10-07-87 OTHER AMENDMENT | | | |
| REINSTATED - REVOKED 3-01-87 | | | |
| 10-07-87 RA REMOVAL | | | |
| NIELS HEDVALL | | | |
| 872 Tanager St., P.O. BOX 6879 | INCLINE VLG | NV 89450 | |

CMD?

PA1=MENU PF3=PAGE-> PF2=NEXT CORP PF5=END INQ PF7=LOOKUP

NAME: MT. BROOK STATION COOPERATIVE APARTMENT

FILE TYP/NR C 3148-1980
05-30-85 OTHER AMENDMENT
REINSTATED- REVOKED 3-01-85
05-30-85 RA RESOLUTION
C. NICHOLAS PEREOS
535 E. PLUMB LANE
08-06-80 RA RESOLUTION

PF4=PAGE<-

RENO

NV 89500

896 SOUTHWOOD BOULEVARD

INCLINE VILLA

NV 89450

CMD?

PA1=MENU

PF2=NEXT CORP

PF5=END INQ

PF7=LOOKUP