

JAN 14 1993

346-93
CHERYL A. LAH SECRETARY OF STATE
Cheryl A. Lah

**ARTICLES OF INCORPORATION
OF
RED CEDAR ESTATES ASSOCIATION**

We, the undersigned, have voluntarily associated ourselves together for the purpose of forming a non-profit corporation pursuant to the provisions of Sections 81.410 through 81.540 of the Nevada Revised Statutes, and we do hereby make, subscribe, acknowledge, certify and adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Red Cedar Estates Association (the "Corporation").

ARTICLE TWO

The Resident Agent of the Corporation is John L. Shadek, and the address and location of the registered office of the Corporation and where the principal business of the Corporation is transacted in the State of Nevada is 264 Village Boulevard, Suite 104, Incline Village, Washoe County, Nevada 89451.

ARTICLE THREE

The purposes for which the Corporation is formed are:

(a) Specifically and primarily to provide for maintenance, preservation and architectural control of the real property located in Incline Village, County of Washoe, State of Nevada, and all structures and improvements thereon as more particularly described and set forth as follows (the "Project"):

Parcel 1:

Blocks A, B, and C of CRYSTAL BAY PALISADES, a Townhouse, according to the map thereof, filed in the office of the County Recorder of Washoe County, State of Nevada, on December 28, 1973, under Filing No. 579465, Tract Map No. 1804

Parcel 2:

The Common Area as shown on the map of CRYSTAL BAY PALISADES, a Townhouse, according to the map thereof, filed in the office of the County Recorder of Washoe County, State of Nevada, on December 28, 1978, under File No. 579465, Official Records.

(b) Generally:

(1) To promote the health, safety and welfare of the Members and occupants of the Project;

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising from the Declaration of Covenants, Conditions and Restrictions applicable to the Project;

(3) To fix, levy, collect and enforce payment by any lawful means of charges or assessments pursuant to the terms of the Amended Declaration of Covenants, Conditions and Restrictions of the Corporation made on April 1, 1981 and recorded in the office of the County Recorder of Washoe County, Nevada as Filing No. 734584 (the "Declaration of Covenants, Conditions and Restrictions"); to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation.

(4) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(5) To borrow money, pledge, secure by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed as allowed by the bylaws of the Corporation;

(6) To hold and to exercise any and all powers, rights and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of Nevada by law may now or hereafter have or exercise; and

(7) To act in the capacity of principal, agent, or otherwise.

(c) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE FOUR

This Corporation shall have no capital stock and is not formed for profit. It is a corporation which does not contemplate the distribution of accumulations, gains, profits or dividends to the members thereof, and is a corporation no part of the accumulations, gains or profits of which shall be paid or inure to the benefit of any private person, member or individual, and no part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise to influence legislation.

ARTICLE TEN

A director or officer of the Corporation shall not be personally liable to this corporation for damages for breach of fiduciary duty as a director or officer, but this article shall not eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or a proceeding brought pursuant to NRS 82.536. Any repeal or modification of this article by the directors of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE ELEVEN

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the Right of the Corporation, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the laws of the State of Nevada from time to time, against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith; provided he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any Original Action or proceeding he had no reasonable cause to believe his conduct was unlawful. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as the rights under this article.

Without limiting the application of the foregoing, the directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

The indemnification provided in this article shall continue as to a person who has ceased

to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, I have hereto set my hand this 13 day of January, 1993, hereby declaring and certifying that the facts stated hereinabove are true.

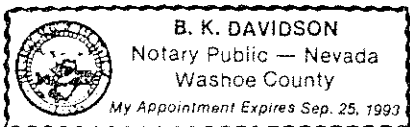
Frank Fortin
Frank Fortin, Incorporator

Cy Goldin
Cy Goldin, Incorporator

Geraldine Goldin
Geraldine Goldin, Incorporator

STATE OF NEVADA)
) ss
COUNTY OF WASHOE)

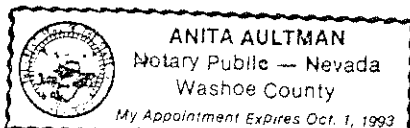
On the 13th day of January, 1993, personally appeared before me, a notary public, Frank Fortin personally known or proved to me to be the person whose name is subscribed to the above instrument and who acknowledged that he executed the instrument.



BK Davidson
Notary Public

STATE OF NEVADA)
) ss
COUNTY OF WASHOE)

On the 6th day of January, 1993, personally appeared before me, a notary public, Cy Goldin personally known or proved to me to be the person whose name is subscribed to the above instrument and who acknowledged that he executed the instrument.



Anita Aultman
Notary Public

STATE OF NEVADA)
) ss
COUNTY OF WASHOE)

On the 6th day of January, 1993, personally appeared before me, a notary public, Geraldine Goldin personally known or proved to me to be the person whose name is subscribed to the above instrument and who acknowledged that she executed the instrument.



Anita Aultman
Notary Public

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

In the Matter of RED CEDAR ESTATES ASSOCIATION, I, John L. Shadek, with address at 264 Village Boulevard, Suite 104, Incline Village, Nevada 89451, hereby accept the appointment as Resident Agent of the above-entitled corporation in accordance with NRS 78.090.

FURTHERMORE, that the registered office in this state is located at 264 Village Boulevard, Suite 104, Incline Village, Nevada 89451.

IN WITNESS WHEREOF, I have hereunto set my hand this 13 day of January, 1993.

John L. Shadek
John L. Shadek, Resident Agent