

ARTICLES OF INCORPORATION  
OF  
SOUTHWOOD PINES ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, the majority of whom are residents of the State of Nevada, do hereby associate ourselves together for the purposes of forming a nonprofit corporation, pursuant to provisions of Sections 81.010 and 81.160, inclusive, of the Nevada Revised Statutes, and we do hereby make, subscribe, acknowledge, certify and adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is: SOUTHWOOD PINES ASSOCIATION

ARTICLE II

The specific and primary purposes for which this corporation is formed are:

- a) To maintain, care for, purchase, own, lease as lessee or otherwise acquire, construct, improve, repair, reconstruct, own and dispose of buildings, structures, streets, roadways, drives, walls, alleys, sewers, electrical, gas, telephone and television services and fixtures, dressing rooms, laundry areas and facilities, swimming pools and accessory equipment to such parks, open spaces, parkways, planted and landscaped areas, playgrounds, gates, recreation areas, tennis courts, club houses, places of amusement and community facilities appropriate for the use and benefit of the members of this corporation, or for the improvement and development of the property or any part thereof, over which this corporation has jurisdiction, and to charge for the use thereof.
- b) To hold easements, for or the fee to or to improve, maintain, and light streets, roads, alleys, courts, walks, gateways, fences, ornamental features, fountains, shelters, comfort stations, and similar buildings and improvements, grass plots and other areas and plantings; to care for, plant and replant trees, shrubs or other plants on streets, parks, playgrounds, easements, or upon any property over which it may have control or jurisdiction; to construct, improve, purchase or maintain sewer systems, storm water sewers and drains upon its easements and properties; to provide for the collection and disposition of street sweepings, ashes, garbage, rubbish and the like and to make and collect charges therefor; insofar as it can legally do so, to grant franchises, rights of way and easements for public utilities and other purposes, upon, over or under any of said property; in respect to streets, roads, alleys, walks, easements or rights of way owned or held by this corporation, to exercise such control as this corporation may deem desirable, subject to the legal rights of others; and to erect and maintain adequate signs for marking streets, paths, walks, parks, parkways, common areas or other property.

c) To fix, establish, levy and collect charges and assessments in accordance with these articles and the Declaration of Covenants, Conditions and Restrictions affecting the property which is subject to the jurisdiction of this corporation.

d) To join in, agree to, assume the burdens and duties of and to exercise such powers of enforcement, control, interpretation, modification and cancellation of a Declaration of Covenants, Conditions and Restrictions affecting the property over which this corporation has jurisdiction which now are or hereafter may be vested in, delegated to, or assigned to this corporation, and to pay all expenses incidental thereto; to commence and maintain actions and suits to restrain and enjoin the breach or threatened breach of any such Declaration of Covenants, Conditions and Restrictions or any portion thereof or to enforce any such Declaration of Covenants, Conditions and Restrictions affecting property subject to the jurisdiction of the corporation, and to pay the expenses thereof.

e) To expend the moneys received by this corporation for the payment and discharge of costs, expenses and obligations incurred by it in carrying out any and all of the purposes for which this corporation is formed and to pay taxes and assessments which may be levied or assessed upon property owned by the corporation or under its jurisdiction pursuant hereto or to any such Declaration of Covenants, Conditions and Restrictions.

f) To do any and all things which may be authorized, required or permitted to be done by this corporation under and by virtue of any Declaration of Covenants, Conditions and Restrictions affecting the property which is subject to the jurisdiction of this corporation and to do and perform all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of this corporation for the peace, health, comfort, safety or general welfare of the owners and occupants of property subject to the jurisdiction of this Association.

g) To contract with and become obligated unto any association or person, natural or corporate, owning or having rights of management over any real property adjacent or near realty owned or managed by this corporation for the purpose of joining together mutually to effect the corporate purposes of this corporation.

### ARTICLE III

In addition and incidental to the specific and primary purposes for which this corporation is formed, this corporation may carry on any other lawful activity or do anything whatsoever which the corporation may deem proper or convenient or capable of being carried on, in connection with the foregoing or otherwise, or which may be calculated directly or indirectly to promote the interests of the corporation or of the property over which it has jurisdiction; and to have, enjoy and exercise all of the rights, powers and privileges which are now or which may hereafter be conferred upon nonprofit corporations by the laws of

Nevada, including the right to do any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do.

#### ARTICLE IV

"Property over which this corporation has jurisdiction" or "property subject to the jurisdiction of this corporation", as the foregoing terms are used in these Articles, is and refers to that certain real property, or any part or parts or portion of portions thereof, or interest or estate therein, in the County of Washoe, State of Nevada, more particularly hereafter in this Article IV described, which is or may hereafter be, but only as and when, made subject to a recorded Declaration of Covenants, Conditions and Restrictions declared and established or approved in writing by SOUTHWOOD PINES ASSOCIATION. The real property referred to in this Article IV is described upon the attached Exhibit A.

#### ARTICLE V

The principal office for the transaction of the business of this corporation is to be located at the office of Herbert F. Ahlswede, Lakeview Shopping Center, Incline Village, Nevada. (1)--Amended June 22, 1974 -(Refer to Page 39)

#### ARTICLE VI

The number of directors of the corporation shall be three (3) which number shall constitute the authorized number of directors until changed by amendment of these Articles or by a By-Law adopted by the members of this corporation and the names and addresses of the persons who are appointed to act as the first directors of this corporation are as follows:

D. L. CHAMBERLIN	2363 Boulevard Circle Walnut Creek, California
HERBERT F. AHLSEWEDE	Washoe County Courthouse Reno, Nevada
R. GAYNOR BERRY	Washoe County Courthouse Reno, Nevada

#### ARTICLE VII

The term for which this corporation is to exist will not exceed fifty (50) years.

#### ARTICLE VIII

Subject to the right of the members to adopt, amend or repeal By-Laws, By-Laws other than a By-Law or Amendment thereof changing the authorized number of Directors, may be adopted, amended or repealed by the Board of

Directors.

#### ARTICLE IX

This corporation shall have one class of members whose rights and interests shall be equal and identical, except only as to voting rights as hereinafter provided, and the total number of members which this corporation shall be authorized to have shall be twenty-four (24). No member shall hold more than one membership. Each person who or which is shown by a duly acknowledged instrument recorded in the Office of the County Recorder of Washoe County, Nevada, to be the owners of a fee interest in one or more numbered parcels embraced within the property subject to the jurisdiction of this corporation shall be a member of this corporation, provided and excepting that:

- a) Notwithstanding that more than one person may be shown of record to be the owner of such interest jointly or in common with others, only one of such joint or common owner shall be a member;
- b) Membership shall subsist and continue only for so long as such interest is shown of record to be the interest of the member;
- c) Notwithstanding that this corporation may own any such interest as would otherwise entitle this corporation to be a member, this corporation shall not be a member.

#### ARTICLE X

The voting rights of this corporation shall be vested in the members thereof. Each member shall be entitled to as many votes as the number of numbered parcels (embraced within the property subject to the jurisdiction of this corporation) of which such member is shown by an instrument duly acknowledged and recorded in the Office of the County Recorder of Washoe County, Nevada, to be the owner of an interest, provided, however, that only one vote shall be allowed for each such parcel notwithstanding that such interest in any such parcel may be owned by a member jointly or in common with others.

#### ARTICLE XI

The numbered parcels and the interest of each member hereof therein shall be subject to such charges and assessments and for costs, fees, penalties and interest for the late payment thereof as shall from time to time be determined by the Board of Directors by resolution adopted at any regular or special meeting and the members of this corporation shall be subject to such membership fees as provided in the By-Laws of this corporation, all subject, however, to the limitations contained in the Declaration of Covenants, Conditions and Restrictions affecting the property over which this corporation has jurisdiction, and each member shall be liable for the payment thereof as and to the extent that the same relate to the parcel or parcels of which such member is the record owner. Upon the failure of any member to pay any and all charges

and assessments when due, and any costs, fees, penalties or interest relating to the same when past due, the same shall be enforceable against such member and shall be enforceable against the leasehold interest of such member in the particular parcel or parcels subject to the same in the same manner, following the same procedure to the extent applicable, as is provided by the laws of the State of Nevada for a Trustee's sale under a power of sale in a Deed of Trust upon real property.

#### ARTICLE XII

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 XIII

All of the assets and property of this corporation are irrevocably dedicated to community and civil welfare and interest, and upon the liquidation, dissolution or abandonment of this corporation none of its assets or property shall inure to the benefit of any private person, but shall be distributed to a fund or funds, foundation or foundations, or corporation or corporations organized and operated for the purpose of aiding and developing community and civic welfare and interest within the limits of the County of Washoe, State of Nevada, or within such limits and elsewhere; provided, however, that in the absence of a specific designation or designations by the person or persons or board having authority so to do, then the same shall be distributed to the County of Washoe, Nevada, for park and recreational purposes.

#### ARTICLE XIV

Before the admission of any members to the corporation, other than the first directors as provided for herein, these Articles may be amended by an amendment adopted in writing signed by two-thirds of these first directors; and after other members have been admitted these Articles may be amended by resolution of the Board of Directors and the vote or written consent of members holding a majority of the voting power given either before or after adopting of the resolution.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 23rd day of June, 1964.

s / D. L. CHAMBERLIN

s / HERBERT F. AHLSEDE

s / R. GAYNOR BERRY