

JUN 20 1997

No. 01132-71  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

TAHOE RACQUET CLUB CONDOMINIUM ASSOCIATION

ARTICLE 1  
NAME

The name of this corporation is TAHOE RACQUET CLUB CONDOMINIUM ASSOCIATION (the "Association").

ARTICLE 2  
PURPOSE

The Association is a nonprofit corporation electing to be governed by the provisions of Sections 82.006 through 82.690 of the Nevada Revised Statutes. The purpose of the Association is to engage in any lawful activity; provided, however that, except to an insubstantial degree, the Association shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions and Grant and Reservation of Easements of Tahoe Racquet Club Condominium Association and the Bylaws of Tahoe Racquet Club Condominium Association, as they may be amended from time to time.

ARTICLE 3  
RESIDENT AGENT

The name of the Association's resident agent is Incline Property Management, whose business address for service of process is 876 Tanager, Incline Village, Nevada 89451.

ARTICLE 4  
DIRECTORS

The affairs of the Association shall be managed by a Board of Directors which shall be composed of five (5) persons, as more fully described in the Bylaws of the Association. The number of directors may be changed as provided in the Bylaws of the Association. The names and addresses of the persons who are serving in the capacity of the directors of the Association, at the time of adopting these amended and restated articles of incorporation, are:

<u>Name</u>	<u>Address</u>
Blane Johnson	P.O. Box 8786 Incline Village, NV 89452
Geoffrey S. Schrader	P.O. Box 9195 Incline Village, NV 89452
John Galati	11164 Ringtail Penn Valley, CA 95946
Denzil Tapper	P.O. Box 6661 Incline Village, NV 89450
Stephen Caswell	P.O. Box 1413 Crystal Bay, NV 89402

#### **ARTICLE 4 MEMBERS**

The Association shall have members who are members as a condition of or by reason of the ownership of an interest in real property. No person who is a member of the Association may resign as a member of the Association.

#### **ARTICLE 5 VOTING**

The voting and other rights and privileges of the members of the Association shall be as set forth in the Declaration and the Bylaws, as may be amended from time to time.

#### **ARTICLE 6 DURATION**

The Association shall have a perpetual existence.

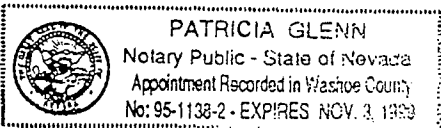
#### **ARTICLE 7 AMENDMENTS**

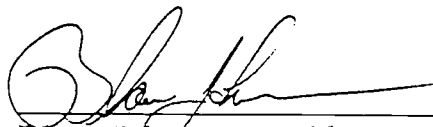
Amendment of these Articles of Incorporation shall require (i) the assent (by vote or written consent) of a majority of the Board of Directors of the Association, and (ii) the

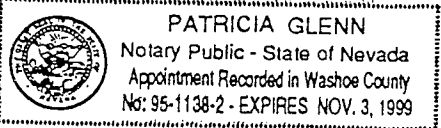
vote of members representing a majority of the voting power of the Association.

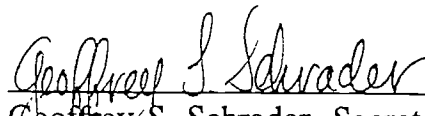
The undersigned, being the President and Secretary, respectively, of Tahoe Racquet Club Condominium Association, a Nevada nonprofit corporation, hereby certify that the Association's Board of Directors adopted a resolution, setting forth the foregoing Amended and Restated Articles of Incorporation of Tahoe Racquet Club Condominium Association, approving it, calling a meeting of members and, upon approval by the members, authorizing the undersigned to execute this certificate, and that, at a meeting of which notice was given to each member entitled to vote, the foregoing Restated and Amended of Incorporation were approved by a vote of members representing a majority of the voting power of the Association, in accordance with the Articles of Incorporation of Racquet Club Condominiums, as amended, and Nevada law, and that the foregoing certificate correctly sets forth the text of the Articles of Incorporation of Tahoe Racquet Club Condominium Association, as amended to the date of this certificate.

DATED this 19 day of May, 1997.



  
Blaine Johnson, President



  
Geoffrey S. Schrader, Secretary

*May 29, 1997*

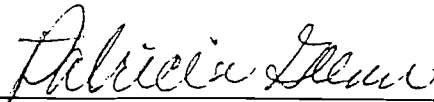
STATE OF NEVADA     )  
  ) ss.  
COUNTY OF WASHOE )

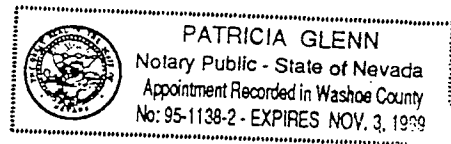
This instrument was acknowledged before on the 19 day of May, 1997, by Blaine Johnson as President of Tahoe Racquet Club Condominium Association.

  
NOTARY PUBLIC

STATE OF NEVADA     )  
  ) ss.  
COUNTY OF WASHOE )

This instrument was acknowledged before on the 29 day of May, 1997, by Geoffrey S. Schrader as Secretary of Tahoe Racquet Club Condominium Association.

  
\_\_\_\_\_  
NOTARY PUBLIC



CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION OF  
RACQUET CLUB CONDOMINIUMS

FEB 20 1973

SECRETARY OF STATE

*John Hovitz*  
No. 1132-71

RACQUET CLUB CONDOMINIUMS, a corporation organized under the laws of the State of Nevada, under its corporate seal and under the hands of its duly elected President and of its duly elected Secretary does hereby certify:

One: That at a special meeting of the Board of Directors of the corporation duly convened and held on January 31, 1973, the following resolutions were adopted:

RESOLVED, that this Board of Directors hereby proposes and declares it advisable that the Articles of Incorporation be amended as follows:

1. Article VIII. By amending Article VIII thereof to read in its entirety as follows:

"ARTICLE VIII

Every person or entity who is a record owner of a fee or undivided fee interest in any unit within the property subject to the jurisdiction of this corporation, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

Each member in the Association shall be entitled to one (1) vote for each unit owned by such member. When more than one person holds an undivided fee interest in any unit, all such persons shall be members of the Association and the vote allocated to such unit shall be exercised as a majority of said owners shall determine but in no event shall more than one (1) vote be cast with respect to any unit."

2. Article IX. By amending Article IX thereof to read in its entirety as follows:

"ARTICLE IX

The Board of Directors is authorized to adopt By-Laws to govern the affairs of the Association; provided,

however, that said By-Laws shall not conflict or be contrary to the provisions of these Articles or the Declaration of Restrictions. By-Laws may be amended, adopted or repealed by a majority of the members of the Association at any regular or special meeting thereof."

RESOLVED, FURTHER, that the proper officers of this corporation be and they are hereby authorized and directed to call a special meeting of the members of this corporation for the purpose of approving the foregoing proposed amendments to the Articles and By-Laws of the corporation, and upon approval by a majority of said members to prepare, execute and file an appropriate Certificate of Amendment of the Articles of Incorporation in the office of the Secretary of State of the State of Nevada and thereafter to file certified copies of such Certificate of Amendment in such places as may be required by law.

Two: That the members of the corporation have adopted said amendments by a resolution at a meeting held at Incline Village, Nevada, on February 16, 1973, and that the wording of the amended Articles, as set forth in the members' resolution is the same as that set forth in the Directors' resolution in Paragraph 1 above.

Three: That the number of members who voted affirmatively for or consented to the adoption of said amendments was 89; that the total number of members entitled to vote on or consent to said amendments is 101; that the members affirmatively voting for or consenting to adoption of the proposed amendments of the Articles of Incorporation constituted a majority, to-wit eighty-eight percent ( 88 %).

IN WITNESS WHEREOF, RACQUET CLUB CONDOMINIUMS has caused this Certificate to be signed by its President and its Secretary this 16th day of February, 1973.

RACQUET CLUB CONDOMINIUMS

By [Signature]  
President

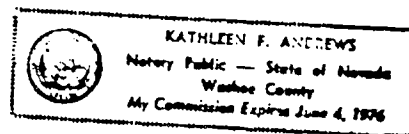
By [Signature]  
Secretary

STATE OF NEVADA                    )  
  : ss.  
COUNTY OF WASHOE                )

On this 16th day of February, 1973, personally appeared before me, a Notary Public for the State of Nevada, Donald Steinmeyer and Roger G. Galloway known to me to be the President and Secretary, respectively, of the corporation that executed the foregoing instrument, and upon oath each for himself did depose that he is the officer of said corporation as above designated; that he is acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by officers of said corporation as indicated after said signatures; and that the said corporation executed the said instrument freely and voluntarily for the purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Kathleen F. Andrews  
Notary Public for the State of Nevada



FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAY 5 1971

JOHN KOONTZ - SECRETARY OF STATE

*John Koontz*  
No. 1132-71

ARTICLES OF INCORPORATION

of

RACQUET CLUB CONDOMINIUMS

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 purpose 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:

RACQUET CLUB CONDOMINIUMS

ARTICLE II

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

- a. To provide management, maintenance, preservation and architectural control over the real property together with the improvements thereon, over which this corporation has jurisdiction as hereinafter stated.
- b. 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, open spaces, parkways, planted and landscaped areas, playgrounds, gates, recreation areas, and 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.

c. To hold easements for or the fee to or to improve, maintain, and light streets, roads, courts, walks, gateways and fences; 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.

d. 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.

e. 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 therefor.

f. 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 thereto or to any such Declaration of Covenants, Conditions and Restrictions.

g. 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.

h. 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 or portions thereof, or interest or estate therein, in the County of Washoe, State of Nevada, more particularly described in Exhibit "A" which is attached hereto and made a part hereof, 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 RAOQUET CLUB CONDOMINIUMS. The real property referred to in this Article IV is situate in the County of Washoe, State of Nevada, and more fully described in the attached Exhibit "A" which is incorporated herein and made a part hereof by reference.

#### ARTICLE V

The principal office for the transaction of the business of this corporation is to be located at One East First Street, Reno, Nevada.

#### 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:

<u>NAME</u>	<u>ADDRESS</u>
JAMES CRAWFORD	P. O. Box 921 Incline Village, Nevada
SYBLE THOMAS	P. O. Box 921 Incline Village, Nevada
DON P. STEINMEYER	P. O. Box 921 Incline Village, Nevada

#### ARTICLE VII

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

#### ARTICLE VIII

There shall be one membership in the association appurtenant to each of the parcels embraced within the property subject to the jurisdiction of this corporation. The total number of members which this corporation shall be authorized to have shall be one hundred one (101). 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 owner of a fee interest in each of the numbered parcels embraced within the property subject to the jurisdiction of this corporation, shall be a member of this corporation. Membership shall subsist and continue only for so long as such parcel is shown of record to be the interest of the member.

Only one vote shall be allowed for each such parcel notwithstanding such interest may be owned jointly or in common with others.

Proof of status for property establishing membership rights shall be furnished in accordance with the terms of the By-Laws.


#### ARTICLE IX


The Board of Directors is authorized to adopt By-Laws to govern the affairs of the association, provided, however, that said By-Laws shall not conflict or be contrary to the provisions of these Articles or the Declaration of Restrictions.

By-Laws may be adopted or repealed by the vote of a majority of the Board of Directors or a majority of the members at any regular or special meeting thereof.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of May, 1971.

  
\_\_\_\_\_  
L. Bell

  
\_\_\_\_\_  
R. Jensen

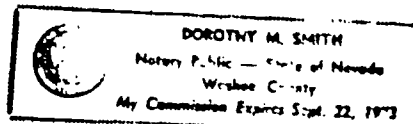
  
\_\_\_\_\_  
M. Patton

STATE OF NEVADA     )  
                          )     ss.  
COUNTY OF WASHOE    )

On this 5th day of May, 1971, personally appeared before me, a Notary Public, L. BELL, R. JENSEN and M. PATTON, who severally acknowledged that they executed the above instrument.

  
\_\_\_\_\_  
NOTARY PUBLIC

(Notarial Stamp)



DESCRIPTION

All that real property situate in the County of Washoe, State of Nevada, as follows, to-wit:

ALL OF TAHOE RACQUET CLUB, A CONDOMINIUM, WASHOE COUNTY, NEVADA, ACCORDING TO THE MAP THEREOF, FILED IN THE OFFICE OF THE COUNTY RECORDER OF WASHOE COUNTY, STATE OF NEVADA, ON OCTOBER 19, 1970, UNDER FILING NO. 187896, OFFICIAL RECORDS.

EXHIBIT "A"

ARTICLES OF INCORPORATION  
OF

RACQUET CLUB CONDOMINIUMS



FILED AT THE REQUEST OF

Woodburn, Forman, Wedge, Blakey, Folsom & Hug  
Attorneys-at-Law  
One East First Street, Reno, Nevada 89501

May 5, 1971

(STATE)

*John Koontz*

JOHN KOONTZ, SECRETARY OF STATE

*John F. Woodburn*  
(BY) DEPUTY SECRETARY OF STATE

No. 1132-71

Non Profit-No Fee  
FILING FEE \$

