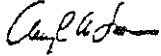


JUL 14 1994

15770-94
CHERYL A. LAU SECRETARY OF STATE



ARTICLES OF INCORPORATION

OF

VILLAGE AT INCLINE OWNERS' ASSOCIATION

No. _____

The undersigned for the purpose of forming a corporation under the provisions of Nevada Revised Statutes §82.081 et seq. relating to nonprofit corporations does hereby adopt Articles of Incorporation as follows:

1. The name of this corporation is:

VILLAGE AT INCLINE OWNERS' ASSOCIATION.

2. The name of the corporation's resident agent is MARK PFOTENHAUER and the resident agent's street address where it maintains an office for service of process in the State of Nevada is 920 Incline Way #2A, Incline Village, Nevada, and the mailing address is Post Office Box 7878, Incline Village, Nevada 89452.

3. This corporation is a nonprofit corporation.

4. The purpose of this corporation is to engage in any lawful activity for which a nonprofit corporation may be organized in the State of Nevada. Specifically, this corporation will provide for the management, administration, maintenance, preservation and control of all improvements and common area within that certain real property situated in the County of Washoe, State of Nevada, described in the Amended Declaration of Covenants, Conditions and Restrictions recorded on June 24, 1994, in the Office of the Recorder of Washoe County, Nevada as Document Number 1809971, and will fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to said Declaration and will

promote the health, safety and welfare of all of its members who shall be owners of Units 31 - 60 all as shown on that certain Subdivision Map entitled "Unit No. 1, The Village at Incline", filed in the Office of the Recorder of the County of Washoe, State of Nevada, on the 17th day of February, 1972, in File No. 235200 of Maps, at Page 796.

Notwithstanding any of the above statements of purpose, this corporation is not formed for any purpose involving pecuniary gain to its members and shall not distribute any gain, profits or dividends to any member, except as provided by Chapter 82 of Nevada Revised Statutes or upon dissolution or final liquidation of the corporation.

5. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit which is subject by covenants of record to assessment by this corporation shall be a member of this corporation. 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 a Unit which is subject to assessment by this corporation. Members shall have one vote for each Unit owned.

6. The members of the governing board shall be styled directors and the first board of directors shall consist of three directors whose names and post office addresses are as follows:

KAREN PEDERSEN STEVENS
885 University Avenue
Sacramento, California 95825

JANE DEVINE
Post Office Box 3764
Incline Village, Nevada 89450

JOSEPH SCHWARTZ
3230 Fieldcrest Drive
Sacramento, California 95821

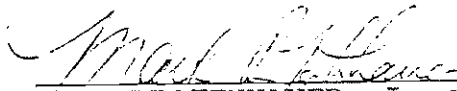
The number of directors may be increased or decreased by a duly adopted by-law. Directors must be members of the corporation.

5. The name and post office address of the incorporator signing these Articles is:

MARK PFOTENHAUER
Post Office Box 7878
Incline Village, Nevada 89452

6. This corporation is to have perpetual existence.

7. This corporation is formed pursuant to Nevada law and the recorded Amended Declaration of Covenants, Conditions and Restrictions of The Village at Incline and its powers and duties shall be consistent with the powers and duties stated therein.



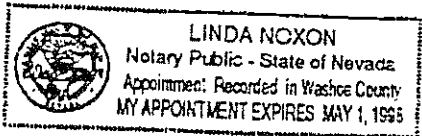
MARK PFOTENHAUER, Incorporator

STATE OF Nevada)
COUNTY OF Washoe) ss.

On this 12th day of October, 1994, personally appeared before me, a Notary Public, MARK PFOTENHAUER, personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the instrument.



Notary Public



CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
COUNTRY CLUB MALL HOMEOWNERS ASSOCIATION

We the undersigned President and Secretary of COUNTRY CLUB MALL HOMEOWNERS ASSOCIATION do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on December 10, 1993, adopted a resolution to amend the original Articles of Incorporation as follows:

Article FIFTH is hereby amended in its entirety to read as follows:

"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 hereafter in this Article FIFTH described, which is or may hereafter be, but only as and when, made a subject to a recorded Declaration of Covenants, Conditions and Restrictions. The real property referred to in this Article FIFTH is described as follows:

Lots 1 through 30 and 61 through 66 and the Common Area, all as shown on that certain Subdivision Map entitled "Unit No. 1, The Village At Incline", filed in the Office of the Recorder of the County of Washoe, State of Nevada, on the 17th day of February, 1972, in File No. 235200 of Maps, at Page 796.

Article EIGHTH is hereby amended in its entirety to read as follows:

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. Each person

who or which is shown by a duly acknowledged instrument recorded in the Office of the County Recorder of Washoe County, State of Nevada, to be the owner of a fee interest in one or more units 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 a unit jointly or in common with others, only one of such joint or common owners shall be a member. With regard to any unit held by more than one person as joint tenants or as tenants in common, the members shall be such one of such joint or tenants in common as all of such joint tenant or tenants in common shall advise this corporation in writing, and until this corporation receives such advice, the member shall be the one of such joint tenant or tenants in common who shall be designated by the Board of Directors.

(b) Membership shall subsist and continue only for so long as such unit ownership is shown of record to be the unit ownership of the member. Membership in this corporation shall not terminate upon the death of a member but all of the rights of such member shall be vested in the personal representative of such deceased member; provided, however, that if the unit ownership held by such deceased member which entitled such member to membership was held jointly or in common with another or others who survive such member, then upon the death of such deceased member the membership of such member shall terminate, and such other or one of such other joint or common owners shall become the member.

(c) Notwithstanding that this corporation may own any unit as would otherwise entitle this corporation to be a member, this corporation shall not be a member.

Article NINTH is hereby amended in its entirety to read as follows:

The voting rights of this corporation shall be vested in the members hereof. Each

member shall be entitled to one vote for each unit owned and, in the case of a unit shown of record to be owned jointly or in common by more than one person, for each unit in regard to which he is or is deemed to be the member according to the provisions of Article EIGHTH hereof.

Article ELEVENTH is hereby amended to read in its entirety as follows:

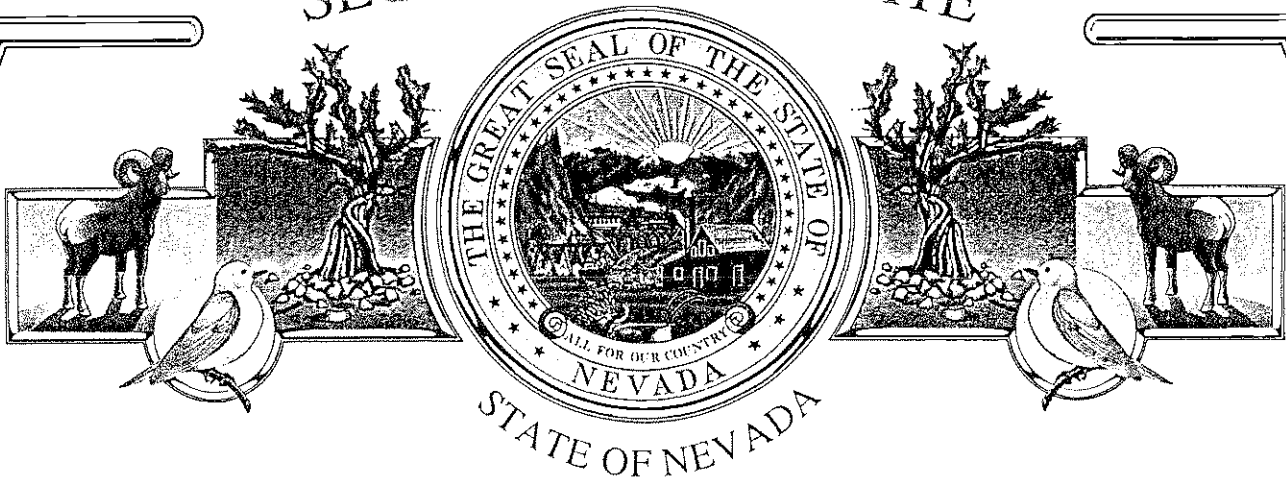
This corporation shall have perpetual existence.

DATED: _____, 1994.

President

Secretary

SECRETARY OF STATE



CORPORATE CHARTER

I, CHERYL A. LAU, Secretary of State of the State of Nevada, do hereby certify that **VILLAGE AT INCLINE OWNERS' ASSOCIATION** did on the **FOURTEENTH** day of **JULY, 1994** 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, this **FOURTEENTH** day of **JULY, 1994**.



Secretary of State

By

Certification Clerk

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

JUL 14 1994

10770 94
CHERYL A. LAU SECRETARY OF STATE
Cheryl Lau

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

No. _____ In the matter of VILLAGE AT INCLINE OWNERS' ASSOCIATION
Name of Corporation

I, MARK PFOTENHAUER
with address at Suite 2A, Street 920 Incline Way
Town of Incline Village
County of Washoe Zip Code 89450, State of Nevada.

hereby accept the appointment as Resident Agent of the above-entitled corporation in accordance with NRS 78.090.

Post Office Box may be used for mailing only. If Resident Agent has one list below.
Post Office Box 7878, Incline Village
Zip Code 89452
State of Nevada.

In witness whereof, I have hereunto set my hand this 12th day of July,
19 94

Mark Pfotenhauer
Resident Agent
MARK PFOTENHAUER

NRS 78.090 Except during any period of vacancy described in NRS 78.097, every corporation must have a resident agent, who may be either a natural person or a corporation, resident or located in this state. Every resident agent must have a street address, where he maintains an office for the service of process, and may be different from the street address. The address of the resident agent is the registered office of the corporation in this state. The resident agent may be any bank or banking corporation, or other corporation, located and doing business in this state. . . . The certificate of acceptance must be filed at the time of the initial filing of the corporate papers.