

MAY 03 1997

ARTICLES OF INCORPORATION FOR

ARROWCREEK HOMEOWNERS ASSOCIATION

DEAN HELLER SECRETARY OF STATE

No. C9936-97

I

The name of the corporation is ARROWCREEK HOMEOWNERS ASSOCIATION. The corporation is organized under Chapter 82 of the Nevada Revised Statutes.

II

The resident agent of corporation shall be Robert M. Sader. The address of the resident agent is 462 Court Street, Reno, Nevada 89501, or such other address as the Board of Directors shall subsequently designate.1

III

This corporation shall be a nonprofit corporation and shall have no capital stock. The corporation is not organized and shall not be conducted for profit, and no part of its revenues or earnings, if any, shall inure to the direct financial benefit of any individual, subscriber, contributor, or member. Upon corporate dissolution or as otherwise provided by the Board of Directors (subject to any restrictions in the Bylaws, ArrowCreek Declaration of Covenants, Conditions and Restrictions ("Declaration"), or applicable law) the assets of the corporation shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

IV

The objects and purposes of this corporation are to:

- a. Own and maintain all easements and deeded real property for Common Area within the ArrowCreek Subdivision (as approved by Washoe County in Case No. DA9-1-93); including without limitation the funding, operation and maintenance of the following common elements: recreational and community facilities; lakes; parks; paths; sidewalks; trails; open space; fences; landscaping; gates; gatehouses; signs; entry ways; drainage ways and drainage facilities; private streets and curbs; private security, recreational vehicle storage, snow removal and storage areas, fire and fuelbreaks, golf cart crossings, residential parking areas and lighting.
- b. Provide for removal of ice and snow from roads and parking areas owned by the Association at any time when such a condition may restrain access within the Subdivision. The Association shall either contract for snow and ice removal or acquire equipment and hire personnel to effect the provisions of this subsection. In the event that snow removal operations require exporting of snow or ice from roads or parking areas, said material may be exported outside the perimeter of the Subdivision to a suitable location, said material may be deposited within the perimeter of the Subdivision on an appropriate easement, open area or Common Area in such

a manner as to not unreasonably restrict access or create an unreasonable hazard to any road, parking area or common walkway.

- c. Maintain controlled access at the entrance gate. Security personnel may be employed as deemed necessary by the Board.
- d. Enforce and administer any provisions of the Declaration pertaining to the Association's rights, obligations, powers and duties, or as required by Washoe County; including, at a minimum but without limitation, the funding of the maintenance, replacement and perpetuation of the following Subdivision amenities, if and when constructed:
 - (1) Private roads within the Subdivision.
 - (2) Swim and Tennis Club.
 - (3) Staffing of maintenance and security forces, if any.
 - (4) Common Area lighting.
 - (5) Entrance gates.
 - (6) Snow removal and storage areas.
 - (7) Common Area landscaping including along private streets, or landscaping along ArrowCreek Parkway.
 - (8) Fire and fuelbreaks.
 - (9) Detention basins and the accumulated sediment.
 - (10) Equestrian/pedestrian trails.
 - (11) Bicycle and pedestrian paths.
 - (12) Golf cart crossings.
 - (13) Off-site residential parking areas.

The Association may have other purposes than those specified herein, but shall expressly be prohibited from representing the lot owners and residents within the Subdivision on issues of land use, planning, municipal annexation, master plan amendments, growth, area development or similar matters.

The Association shall purchase any and all equipment, materials and supplies necessary to undertake its duties imposed by this Declaration, its Articles and Bylaws. The Association may purchase any equipment, materials and supplies from the Declarant provided the purchase price shall be the fair market value thereof.

V

The members of the governing board shall be styled directors. The Board of Directors shall have such number and such qualifications, powers and duties as shall be provided from time to time in the Bylaws of the corporation, provided that all directors must be at least 18 years of age, and be members of the corporation. The Bylaws may also provide for such assistants to them, and such officers, agents, and employees as may be desired.

The Board of Directors shall consist of at least three (3) members and not more than seven (7) members, as the Board of Directors shall designate, and shall hold office until their successors are elected as shall be provided in the Bylaws. The Board of Directors shall be elected in such manner as shall be set forth in the Bylaws. Initially there shall be three directors. The names and addresses of the first board are as follows:

| <u>NAMES</u> | <u>ADDRESSES</u> |
|-------------------|---|
| Michael A. Mohler | 3939 McCarran Boulevard Reno, Nevada 89509 |
| Jeffrey Dingman | P.O. Box 16 Glenbrook, Nevada 89413 |
| Dean Menante | 3939 McCarran Boulevard Reno, Nevada 89509 |

In furtherance and not in limitation of the powers granted by statute, the Board of Directors is expressly authorized by resolution or resolutions, passed by a majority of the Board of Directors, to designate one or more standing or special committees, each committee to consist of such membership and to have such powers and duties and have such name or names as may be provided in the Bylaws or the resolution or resolutions. The Bylaws or Declaration may provide for a Design Review Committee and for such other committees as may be from time to time deemed advisable, and such committees shall be elected in such manner and shall have such membership, powers and duties as shall be from time to time provided by resolution of the Board of Directors, the Declaration or in the Bylaws of the corporation.

The corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute. During the period of "Declarant Control", as defined in the Declaration, the Declarant may appoint or discharge Directors to the extent authorized.

VI

The name and address of the incorporator is as follows:

Michael A. Mohler
3939 McCarran Boulevard
Reno, Nevada 89509

VII

The corporation shall have perpetual existence. Members of the corporation shall not be liable for the payment of any corporate debts of any nature whatsoever nor shall any of the property of the

members be subject to the payment of corporate debts to any extent whatever, except to the extent valid and proper assessments for the corporate purposes provided herein create such liability or subject members' real property to assessment liens.

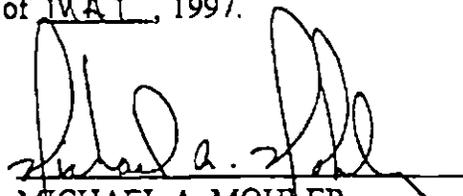
VIII

ArrowCreek is a subdivision development in Washoe County, Nevada (Washoe County Case No. DA9-1-93, formerly known as Southwest Pointe). Every record owner of a lot in ArrowCreek ("Subdivision") is entitled to membership and voting rights in the corporation. Membership is appurtenant to, and inseparable from, ownership of the lot. The voting power of each regular member shall be equal, except for the period of Declarant Control, as specified in the Bylaws and the Declaration recorded in the office of the Washoe County Recorder. The conditions, method of admission, qualifications, and classifications of membership, the limitation, rights, powers and duties of members, the dues, assessments, and contributions of members, the method of expulsion from and termination of membership, and all other matters pertaining to the membership and the conduct, management and control of the business, property and affairs of the corporation shall be as provided from time to time in the Bylaws of the corporation or the Declaration. The Subdivision may be expanded by annexation as provided in the Declaration.

IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter provided by statute, upon the affirmative vote of two thirds of the members of the corporation and all rights conferred upon officers, directors and members herein are granted subject to this reservation, provided that no such amendment shall permit this corporation to engage in business for profit or permit the net earnings of the corporation to inure the direct financial benefit of any officer, director, member of the corporation, or the Declarant.

THE UNDERSIGNED, being the incorporator herein before named for the purpose of forming a Nevada corporation in pursuance of the applicable statutes of the State of Nevada does make this certificate; hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set his hand this 6 day of MAY, 1997.


MICHAEL A. MOHLER

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

This instrument was acknowledged before me on May 9, 1997 by MICHAEL A. MOHLER.

NOTARY: Robert M. Sader
My Commission Expires: 10/16/98



STATE OF NEVADA
Secretary of State

I hereby certify that this is a true and complete copy of the document as filed in this office.

MAY 09 '97

Dean Heller
DEAN HELLER
Secretary of State

By

Andrew Postone
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