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ARTICLES OF INCORPORATION
OF
SUNRIDGE AT MACDONALD RANCH COMMUNITY ASSOCIATION, INC.

ARTICLE I
NAME

The name of this nonprofit corporation (hereinafter called the "Association") is SUNRIDGE AT MACDONALD RANCH COMMUNITY ASSOCIATION, INC.

ARTICLE II
ORGANIZATIONAL AUTHORITY

This Association is organized pursuant to NRS Chapter 82 of the State of Nevada as a nonprofit corporation.

ARTICLE III
PRINCIPAL OFFICE

The principal office for the transaction of the business of this Association is 2920 North Green Valley Parkway, Suite 212, Las Vegas, Clark County, Nevada 89104. The initial Resident Agent of the Association is Jones, Jones, Close & Brown, Chartered, 700 Bank of America Plaza, 300 South Fourth Street, Las Vegas, Nevada 89101-6026.

ARTICLE IV
PURPOSES

The specific and primary purposes for which this Association is organized are (i) to manage, maintain, protect, preserve and improve certain common areas; (ii) to enforce certain covenants, conditions and restrictions affecting real property located in the City of Henderson, Clark County, Nevada; and (iii) to provide a homeowners association.

In furtherance of its purposes, this Association shall have the power to: (a) perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Sunridge at MacDonald Ranch (as amended, the "Declaration"), applicable to the Association and recorded or to be recorded in the Office of the County Recorder of Clark County, Nevada; (b) enforce the Declaration; (c) fix, levy, collect, and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; (d) pay all expenses in connection therewith and all fees and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

The general purposes for which this Association is formed are to have and exercise the specific powers enumerated in NRS 116.3102 and any and all powers, rights and privileges which a corporation organized under NRS Chapter 82 of the State of Nevada may now or

hereafter exercise by law and which are necessary or desirable for carrying out the primary and specific purposes of this Association.

The statements of purposes set forth in this ARTICLE IV shall be construed as statements of both purposes and powers, and the purposes and powers stated herein, except where otherwise expressed in the Articles of Incorporation, shall nowise be limited or restricted by reference to or inference from the terms or provisions of any other Article of the Articles of Incorporation but shall be regarded as independent purposes and powers.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit (as defined in the Declaration) which is subject by covenants of record to assessment by the Association, including contract buyers, 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.

ARTICLE VI VOTING RIGHTS

The Association shall have one (1) class of voting membership. Each Member will be entitled to cast one (1) vote for each Unit owned by the Member. When more than one person holds an interest in any Unit, all such persons shall be Members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

Additionally, the Association shall have an initial class of membership ("Initial Class") which shall consist of the persons designated in these Articles of Incorporation as the initial members of the Board of Directors. The Initial Class members shall have no voting rights in the Association, except in their capacity as members of the initial Board of Directors and their membership in the Association shall automatically terminate upon the election of their respective successors as members of the Board of Directors.

Subject to the requirements hereinbelow provided, every Member in good standing entitled to vote at any election for Directors shall have the right to cumulate his or her votes and give one (1) candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which he or she is entitled, or to distribute his or her votes on the same principle among as many candidates as he or she shall think fit. No Member shall be entitled to cumulate votes unless the name of the candidate or candidates for whom such votes would be cast has been placed in nomination prior to the voting and the Member has given notice in accordance with the By-Laws of the Association of the Member's intention to cumulate votes. If any Member has given such notice, all Members may cumulate their votes for candidates in nomination. The candidates receiving the highest number of votes entitled to be voted for them, up to the number of Directors to be elected, shall be elected.

The Board of Directors shall have the power to establish such qualifications, limitations or restrictions on the voting rights of the Members pursuant to resolution. Without limiting the foregoing, Membership rights and privileges, including voting rights of any Member, may be suspended by the Board of Directors for any period of time during which a Member's assessments are unpaid, in accordance with procedures set forth in the Bylaws of the Association, provided, however, that neither the Membership rights and privileges, nor the voting rights of the Declarant, may be suspended during a period in which the Declarant is not paying assessments pursuant to a subsidy agreement entered into with the Association.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which, subject to the foregoing paragraph, shall consist of at least five (5) persons, a majority of the Board of Directors shall be Members of the Association. Subject to the limitations contained in the laws of the State of Nevada and herein, the number of directors may be changed from time to time as provided in the Bylaws of the Association.

The initial Board of Directors shall be one (1), and the name and address of the director selected for the first year or until their successors have been elected and accepted office as members of the Board of Directors of this Association is:

Richard C. MacDonald
2920 North Green Valley Parkway
Suite 212
Las Vegas, Nevada 89104

ARTICLE VIII
DISSOLUTION OR TRANSFER OF ASSETS

So long as there is any Unit for which this Association is obligated to provide management, maintenance, preservation or control, then, without the approval of one hundred percent (100%) of the Members, this Association or any person acting on its behalf shall not transfer all or substantially all of its assets or file a certificate of dissolution.

Upon dissolution of the Association, other than incident to a merger or consolidation, the net assets of the Association shall be distributed in accordance with NRS Chapter 116.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation shall require the consent (by vote or written consent) of Members representing sixty-seven percent (67%) or more of the voting power of the Members.

Notwithstanding the above or any other section of these Articles of Incorporation, the percentage of the voting power of the Association necessary to amend a specific clause or provision herein shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provisions.

ARTICLE X
DEFINITIONS

All terms used herein that are defined in the Declaration shall have the same meaning in these Articles of Incorporation as set out in the definitions of the Declaration.

ARTICLE XI
DURATION

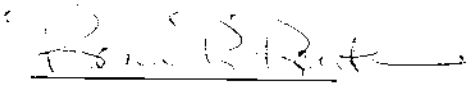
The term of these Articles of Incorporation shall be for a period of fifty (50) years from the date of incorporation.

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator of this Association is as follows:

Renee R. Reuther, Esq.
Jones, Jones, Close & Brown, Chartered
Seventh Floor - Bank of America Plaza
300 South Fourth Street
Las Vegas, Nevada 89101

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Nevada, the undersigned consents to the incorporation of the Association and has executed the Articles of Incorporation as of February 2, 1995.


Renee R. Reuther

STATE OF NEVADA

COUNTY OF CLARK

This instrument was acknowledged before me on February 2, 1995 by Renee R. Reuther.



NOTARY PUBLIC
STATE OF NEVADA
County of Clark
JUDITH L. GESLER

My Appointment Expires April 18, 1998

Judith L. Gesler
Notary Public

My commission expires: 4-18-98

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NOT FOR USE IN RESALE PACKAGE

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STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the instrument on file in this
office.

FEB 03 '95

Dean Heller
DEAN HELLER
Secretary of State

By *Jelena Marquez*