

MAR 18 1994
4274-94

LAU SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
LIGHTNING W RANCH COMMUNITY ASSOCIATION

[Signature]

The undersigned hereby associate themselves to establish a corporation under and by virtue of the laws of the State of Nevada, as provided in Nevada Revised Statutes Chapter 82, and have executed these Articles of Incorporation for the purpose of forming a nonstock, nonprofit, cooperative corporation, and certify as follows:

1. NAME. The name of the corporation is Lightning W Ranch Community Association.

2. RESIDENT AGENT; REGISTERED OFFICE. The corporation's resident agent is Andrew MacKenzie of Allison, MacKenzie, Hartman, Soumbeniotis & Russell, Ltd., whose address for service of process, and location of the registered office of the corporation, is 402 No. Division Street, Carson City, Nevada 89703.

3. PURPOSE. The corporation is a nonprofit corporation and is formed for the following purposes:

(a) To establish and conduct a nonprofit association open for membership only to persons or entities entitled to be members pursuant to the provisions of any Declaration of the Covenants, Conditions and Restrictions for The Lightning W Ranch now or later in effect on said property and in accordance with the rights, privileges, limitations and provisions of the corporation's Bylaws, these Articles of Incorporation said Declaration of Covenants, Conditions and Restrictions now or later in effect on said property;

(b) To own, maintain, operate, construct, and repair improvements and landscaping in accordance with any such Declaration;

(c) To promote Lightning W Ranch as a well planned community with quality improvements and to preserve its value for the benefit of each and every resident or member at The Lightning W Ranch;

(d) To assess and collect from each member, membership dues or other dues, or regular or stipulated assessments in accordance with any Declaration and Bylaws;

(e) To borrow money and issue notes and other evidences of credit in return therefor;

(f) To appoint such agents and officers as its business may require, and such appointed agents may be either persons or corporations;

(g) To admit persons and corporations to membership in the corporation pursuant to the provisions of its Bylaws and any Declaration;

(h) To administer and enforce any Declaration or any Rules and Regulations or Bylaws adopted by the Association;

(i) To purchase, lease, or otherwise acquire, hold, own, enjoy, sell, lease, mortgage and otherwise encumber and dispose of any and all and every kind of real and personal property;

(j) To carry on any and all operations necessary or convenient in connection with the transaction of any of its business;

(k) To do any and all of the things herein set forth to the extent natural persons might or could do as principals, agents, trustees, or otherwise, either alone or in the company of others;

(l) In general, to have and exercise all the powers conferred by Nevada Revised Statutes Chapter 116 and Section 82.121 through 82.136, inclusive, upon corporations

formed under Nevada Revised Statutes Chapter 82 and to do any and all of the above enumerated things to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation otherwise conferred, granted, and not prohibited by law.

4. DURATION. The duration of the corporation shall be perpetual unless sooner dissolved pursuant to law or any Declaration.

5. DIRECTORS. The members of the governing board shall be known as Directors and the number thereof shall not be less than three (3) nor more than seven (7), the exact number to be fixed by the Bylaws of the corporation; provided, that the number so fixed by the Bylaws may be increased or decreased within the limit above specified in accordance with the provisions set forth in the Bylaws.

The names and addresses of the first Board, consisting of three (3) directors to serve for the first year and/or until their successors shall have been elected and thereafter accepted office, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
ROBERT L. WEISE	7300 Franktown Road Carson City, Nevada 89704
PAMELA BRUST	1201 Chaparral Drive Carson City, Nevada 89703
WAYNE CIRONE	5775 Whitman Street Carson City, Nevada 89704

6. INCORPORATOR. The name and address of the incorporator signing these Articles of Incorporation is as follows:

ROBERT L. WEISE

7300 Franktown Road
Carson City, Nevada 89704

7. MEMBERSHIP. This corporation shall have no capital stock and shares therein shall not be issued. This corporation shall have one class of members consisting of (a) Lot Owners who are members shall be entitled to one (1) vote for each Lot they hold; provided, when more than one person or entity holds an interest in any of the real property and/or improvements on the real property in LIGHTNING W RANCH, the vote for such interest shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot; and (b) The Golf Club at Lightning W Ranch which is allocated twenty (20) votes for voting and assessment purposes as levied on a uniform basis.

8. NATURE OF CORPORATION. This corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. In no event shall the net earnings, income or assets of this corporation be distributed to or inure to the benefit of any member, director or officer of this corporation or other private individual, either directly or indirectly, except upon winding up and dissolution. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed as provided in the Declaration or allocated pro-rata on the basis of the voting rights established pursuant to the Declaration and these Articles of Incorporation.

9. LIMITATION OF DIRECTOR'S LIABILITY. No officer or director of the

Association shall be liable for damages for breach of a fiduciary duty to any Member or the Association except for acts of omission which include misconduct, fraud or violation of law or payments of distributions in violation of NRS 82.126.

10. BYLAWS. After the adoption of the original Bylaws by the members, the members of the Board of Directors shall have the power and authority to make additional Bylaws and alter and amend the Bylaws in accordance with the Declaration of Covenants, Conditions and Restrictions, but in no event less than by a vote of two-thirds (2/3) of the directors or a majority of the members in accordance with the Declaration.

11. AMENDMENT OF ARTICLES. An amendment of these Articles may only be adopted by complying with the provisions of the Nonstock, Nonprofit Cooperative Corporation Law of Nevada. Any amendment to these Articles shall require the vote or written consent of both the Declarant and the members holding a bare majority of the votes held by members of the Association other than Declarant.

We, the undersigned, being original members of the corporation, for the purpose of forming a nonstock, nonprofit cooperative corporation, in pursuance of the corporation laws of the State of Nevada, Chapter 82 of Nevada Revised Statutes, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, we accordingly have hereunto set our hands and seals this 14 day of March, 1994.

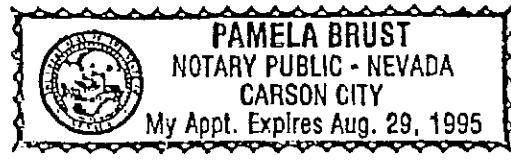
Paul L. Wise

STATE OF NEVADA)

County of Carson City) : ss.

On March 14, 1994, personally appeared before me, a Notary Public, Robert L. Wenzel known (or Proved) to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION, and who acknowledged to me that he executed the foregoing document.

Pamela Brust

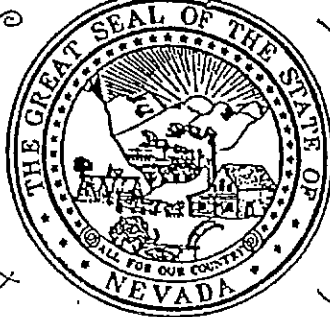


RESIGNATION OF INCORPORATOR

_____, 1994

The undersigned, being the sole incorporator of LIGHTNING W RANCH
COMMUNITY ASSOCIATION, hereby resigns as said incorporator effective immediately.

Secretary



Of State

FILED

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

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

MAR 18 1994

4274-94

CHEYL A. LAU SECRETARY OF STATE

Cheyl Lau

IN THE MATTER OF LIGHTNING W RANCH COMMUNITY ASSOCIATES

Name of corporation

ANDREW MACKENZIE OF ALLISON, MACKENZIE, HARTMAN ET AL With address at Suite

Name of Resident Agent

402 NORTH DIVISION STREET

CARSON CITY

County of N/A

State of

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

FURTHERMORE, that the principal office in this state is located at Suite

Street

Town of County of

State of Nevada.

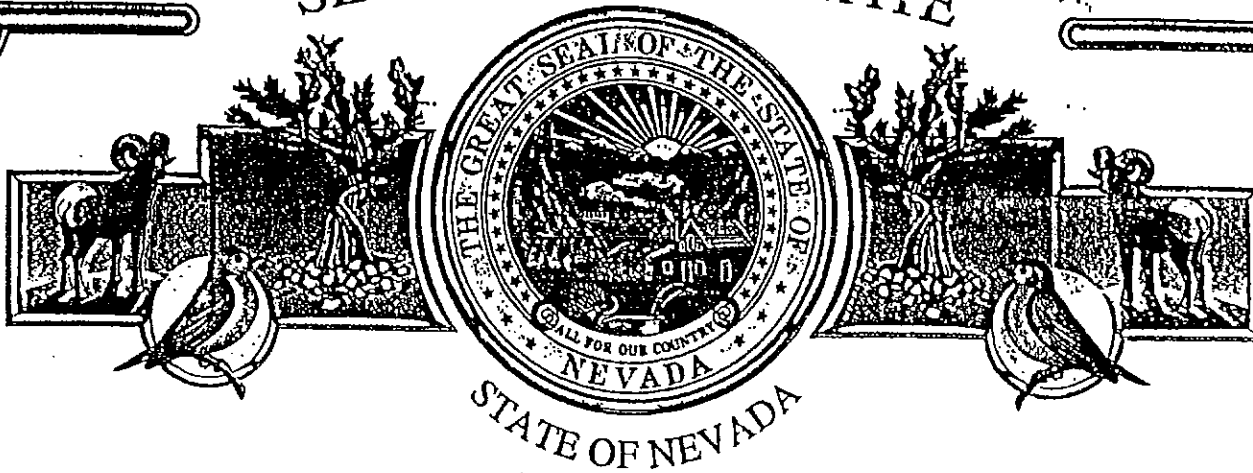
IN WITNESS WHEREOF, I have hereunto set my hand this 14TH day of MARCH

9 94

Andrew Mackenzie

Resident Agent

NRS 78.090 Except during any period of vacancy described in NRS 78.097, every corporation shall have a resident agent, who may be either a natural person or a corporation, resident or located in this state, in charge of its principal office. The resident agent may be any bank or corporation, or other corporation, located and doing business in this state. . . . The certificate of acceptance must be filed at the time of filing of the corporate papers.



CORPORATE CHARTER

I, CHERYL A. LAU, Secretary of State of the State of Nevada, do hereby certify that **LIGHTNING W RANCH COMMUNITY ASSOCIATION** did on the **EIGHTEENTH** day of **MARCH, 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 **EIGHTEENTH** day of **MARCH, 1994**.

A handwritten signature in cursive script, appearing to read "Cheryl A. Lau".

Secretary of State

By Deputy

The text "By" is followed by a handwritten signature in cursive script, appearing to read "Kari Rhodes". Below the signature is the word "Deputy".

(For filing office use)

STATE OF NEVADA
Secretary of State

(For filing office use)

IMPORTANT: Read instructions on reverse side before completing this form.
TYPE OR PRINT (BLACK INK ONLY)

NAME OF CORPORATION: Lightning W Ranch Community Association

RESIDENT AGENT: (designated resident agent and his STREET ADDRESS in Nevada where process may be served)

Name of Resident Agent: Andrew Mackenzie, Allison Mackenzie, Hartman Soumbeniotis & Russell, LTD.

Street Address: 402 N Division St. Carson City NV 89703

Street No. Street Name City Zip

PURPOSE: Homeowners Community Association

GOVERNING BOARD: shall be styled as (check one) Directors Trustees.

If the corporation is for Public Benefit there must be a minimum of 5.

The **FIRST BOARD OF DIRECTORS** shall consist of 3 members and the names and addresses are as follows:

Robert L. Weise 7300 Franktown Rd. Carson City, NV 89704
Name Address City/State/Zip

Pamela Brust 1201 Chaparral Dr. Carson City, NV 89704
Name Address City/State/Zip

Wayne Cirone 5775 Whitman St. Carson City, NV 89704
Name Address City/State/Zip

PERIOD OF EXISTENCE: The period of existence shall be: Perpetual

ARTICLE 82.221: States that the articles of incorporation may contain a provision eliminating or limiting the personal liability of a director or officer of the corporation or its members for damages for breach of fiduciary duty as a director or officer except acts of omissions which include misconduct or fraud. Do you desire this provision to be a part of your articles? Please check one of the following: YES NO

OTHER MATTERS: Any other matters to be included in these articles may be noted on separate pages and incorporated by reference herein as a part of these articles: Number of pages attached: 7

SIGNATURES OF INCORPORATORS: The names and addresses of each of the incorporators signing the articles: (signatures must be notarized)

Robert L. Weise
Name (print)

7300 Franktown Rd Carson City NV 89704
Address City/State/Zip

Robert L. Weise
Signature

Name (print)

Address City/State/Zip

Signature

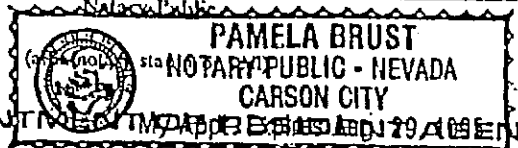
Name (print)

Address City/State/Zip

Signature

Subscribed and sworn before me this 14 day of

March 1994
Pamela Brust
Notary Public



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT: I, Andrew Mackenzie, Secretary of State, do hereby accept appointment as Resident Agent for the above named corporation.

Andrew Mackenzie
Secretary of Resident Agent

March 14, 1994
Date

(25)

FILED # C 4274-94

FEB 08 2002

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE



DEAN HELLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

**Nonprofit
Amendment**
(PURSUANT TO NRS 81.010,
81.410, 81.170 and 82.356)

Office Use Only

Important: Read attached instructions before completing form.

Certificate of Amendment to Articles of Incorporation
For Nonprofit Corporations
(NRS Chapters 81.010, 81.410, 81.170 and 82.356 - After First Meeting of Directors)
- Remit in Duplicate -

1. Name of corporation: LIGHTNING W RANCH COMMUNITY ASSOCIATION

2. The articles have been amended as follows (provide article numbers, if available):
The name of the Corporation shall be Franktown Estates Homeowners Association, Inc.

3. The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: directors 3 yes, and members 70 yes*
19 no and 38 no response 0 no

4. Officers Signatures (Required):
Dean Heller and *Chloe Edgerton*
Chairman of the Board or President **Secretary or Assistant Secretary**
or Vice President

(If corporation is governed by NRS 81.010 or 81.410, only one officer's signature is required.)

*A majority of a quorum of the voting power of the members or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power.

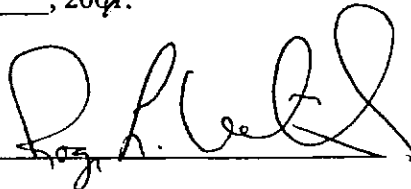
FILING FEE: \$25.00

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

AMENDED ARTICLES OF INCORPORATION
OF
Franktown Estates Homeowners Association, Inc.

1. The name of the Corporation shall be Franktown Estates Homeowners Association, Inc.
2. The resident agent shall be Elaine Edington, 2255 Green Vista Dr. #402, Sparks, NV 89431.
3. The mailing address for the Corporation shall be Franktown Estates Homeowners Association, Inc., Edington & Associates, 2255 Green Vista Dr. #402, Sparks, NV 89431.
4. All other provisions of the original Articles of Incorporation of Lightning W Ranch Community Association, filed March 18, 1994 remain in full force and effect.

Dated this 14th day of January, 200~~2~~².



STATE OF NEVADA)
 Carson City)
COUNTY OF WASHOE)

This instrument was acknowledged before me on January 14, 200~~2~~², by Roger Williams, president of Franktown Estates Homeowners Association, Inc., a Nevada nonprofit corporation.

Pamela K. Gray
NOTARY PUBLIC

