

DEC 17 1997

ARTICLES OF INCORPORATION

No.

C28395-97

OF

Dean Heller
DEAN HELLER, SECRETARY OF STATE

THE POINTE HOMEOWNERS ASSOCIATION

The undersigned, being the original incorporators herein named, for the purpose of forming a non-profit corporation pursuant to Chapter 82 of the Nevada Revised Statutes, as amended, hereby certify:

FIRST: Name.

The name of this corporation shall be THE POINTE HOMEOWNERS ASSOCIATION (hereinafter referred to as the "corporation").

SECOND: Resident Agent.

The Resident Agent of this corporation is SIERRA CORPORATE SERVICES, whose address as Resident Agent is 241 Ridge Street, Fourth Floor, Reno, Washoe County, Nevada 89501.

THIRD: The corporation is a non-profit corporation and is to have perpetual existence.

FOURTH: Purposes and Powers.

The specific and primary purpose for which the corporation is formed is:

To manage, maintain, preserve and operate for the benefit of its members the real and personal property it acquires and over which it is given such powers by that certain Declaration of Covenants, Conditions and Restrictions ("Declaration") recorded in the Official Records of Washoe County on July 12, 1996, in Book 4620, pages 0968 through 1031, as Document No. 2011764, as amended by the First Amendment to the Condominium Declaration of The Pointe at Third Creek, recorded in the Official Records of Washoe County on the 28th day of October, 1997, in Book 5026, pages 935 through 941, as Document No. 2148790.

The general purposes for which the corporation is formed are:

A. To insure compliance with the rights, obligations, duties and terms of the Declaration;

B. To fix, levy, collect and enforce payment by any lawful means all assessments pursuant to the terms of the Declaration, these Articles of Incorporation and the corporation's

Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the activities of the corporation;

C. To acquire by gift, purchase, or otherwise, and to own, hold, enjoy, lease, operate and maintain, and to convey, sell, lease, transfer, mortgage or otherwise encumber, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

D. To borrow money, and to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

E. To have and to exercise any and all powers, rights and privileges which a non-profit corporation may now or hereafter have or exercise under the laws of the State of Nevada.

The purposes of the corporation are limited to the purposes noted above. These Articles do not empower the organization to engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of the above-described exempt purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Board of Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation to officers for services rendered and to make payments and distributions to a private individual other than a trustee or officer of the corporation in furtherance of the purposes.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

The foregoing statement of purposes shall be construed as a statement of both the purposes and powers, and the purposes and powers set forth in each clause shall be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

FIFTH: Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry

on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution or winding up.

SIXTH: The principal office for the transaction of the affairs of the corporation is to be located in the County of Washoe, State of Nevada.

SEVENTH: The affairs and management of the corporation shall be under the control of a Board of Directors. The number of Directors of the corporation shall be not less than three (3) nor more than five (5); provided, however, that original Board of Directors shall be two (2). The names and addresses of the persons who are appointed to act as the first Directors of this corporation are as follows:

Sarah Smithson
1749 Terrace Heights Lane
Reno, Nevada 89523

Norma Zirbel
415 Rue de la Rouge
Sparks, Nevada 89434

The selection, appointment and replacement of directors, other than the initial Board of Directors, shall be determined as provided in the Bylaws of the corporation.

EIGHTH: There shall be a maximum of twenty-six (26) memberships. Each membership which has been made appurtenant to a lot as provided in the Declaration shall have one (1) vote for each lot.

NINTH: Liability. A director or officer of the corporation shall not be personally liable to this corporation for damages for breach of fiduciary duty as a director or officer, but this article shall not eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or a knowing violation of NRS 82.136 or an action or proceeding brought pursuant to NRS 82.536 or Chapter 35, Nevada Revised Statutes. Any repeal or modification of this article by the directors of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

TENTH: Indemnification. Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of

whom he is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as the rights under this article.

Without limiting the application of the foregoing, the directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

The indemnification provided in this article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ELEVENTH: The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Sarah Smithson
1749 Terrace Heights Lane
Reno, Nevada 89523

Norma Zirbel
415 Rue de la Rouge
Sparks, Nevada 89434

TWELFTH: The Board of Directors shall have the power to make such Bylaws that it may deem proper for the management affairs of the corporation provided that the initial Bylaws of the corporation and any substantive amendments thereto, alterations of, changes in,

or repeal of the Bylaws shall not become effective unless they have been submitted to the approval by a majority of the members of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 16TH day of DECEMBER, 1997.

Sarah Smithson
SARAH SMITHSON

Norma Zibel
NORMA ZIRBEL

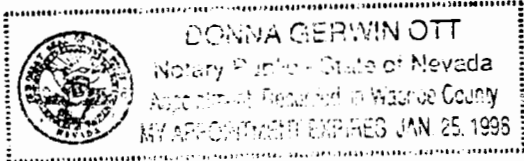
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STATE OF NEVADA)
): ss.
COUNTY OF WASHOE)

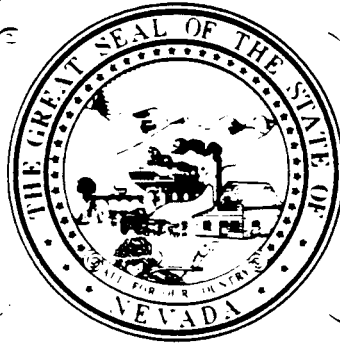
On this 16th day of December, 1997, personally appeared before me, a notary public, SARAH SMITHSON and NORMA ZIRBEL, known to me to be the persons whose names are subscribed to the above instrument who acknowledged that they executed the above instrument freely and voluntarily and for the uses and purposes therein mentioned.

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

Donna Gerwin Ott
Notary Public



STATE OF NEVADA



Secretary

Of State

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

DEC 17 1997 CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

No. C28395-97

Dean Heller

DEAN HELLER, SECRETARY OF STATE

IN THE MATTER OF..... THE POINTE HOMEOWNERS ASSOCIATION.....

Name of corporation

I, SIERRA CORPORATE SERVICES.....

Name of Resident Agent

with address at Suite.....

Street..... 241 Ridge Street, Fourth Floor.....

Town of..... Reno..... County of..... Washoe..... 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..... 241 Ridge Street, Fourth Floor.....

Town of..... Reno..... County of..... Washoe.....

State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand this..... 16th..... day of..... December.....

19..... 97.....

SIERRA CORPORATE SERVICES,

By

James R. Fisher

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 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.