

FILING FEE: \$15.00  
(NON-PROFIT)  
BY: JERRY L. ANDERSON  
2347 PISTRANO  
LAS VEGAS, NEVADA 89109

ARTICLES OF INCORPORATION

OR

WHEATHERSTONE CONDOMINIUM CORP., INC.

A NONSTOCK

NONPROFIT COOPERATIVE CORPORATION

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

MAR 22 1984

REG. SECRETARY OF STATE

*[Signature]*

No. 2050-84

ARTICLE I - NAME

The name of the corporation is WHEATHERSTONE CONDOMINIUM CORP., INC., hereinafter called the "Association" and is formed pursuant to N.R.S. 81.410-540, inclusive.

ARTICLE II - PURPOSE

The purpose for which the Association is organized is to provide for a management body pursuant to N.R.S. 117.010 to 117.120 inclusive, hereinafter a condominium project and to perform the acts and duties desirable for the management of the condominiums and all its real property owned by the Association for the common use and enjoyment of the owners, as documented on the final Map recorded on the 11th day of June, 1983, as Book No. 28, Page No. 18, of Plats. Recorded in Clark County, Nevada, official records.

2.2 The business of the Association shall not be carried on for profit and no dividends or profits will be declared or distributed to its members.

ARTICLE III - POWERS

The powers of the Association shall include and shall be governed by the following provisions:

4.1 The Association shall have all of the common law and statutory powers of a corporation not for profit and the powers of a management body referred to in N.R.S. 117.060.

4.2 In addition to the provisions of Section 4.1 of these Articles, the Association shall have the powers and duties necessary for the management and operation of the condominium project. Such powers and duties shall include, but shall not be limited to, the following:

(a) determining, making and collecting assessments against condominium owners;

(b) using the proceeds from assessments in the operation and management

(c) operation, care, upkeep and maintenance of the common areas and common personality of the condominium project;

(d) obtaining of insurance for the condominium project, including the units therein and the common personality;

(e) making, amending and revoking rules and regulations for the operation and use of the condominium project;

(f) approving or disapproving the transfer, encumbering, ownership and leasing or other use of condominiums and units therein, but only in the manner and under the circumstances provided in the Declaration (as hereinafter defined);

(g) enforcing, by legal means, obligations of condominium owners and others to the Association;

(h) employment and dismissal of persons necessary for the maintenance, operation and use of the condominium project, and to provide legal and accounting services;

(i) leasing and licensing of portions of the condominium areas of the condominium project susceptible to leasing or licensing;

(j) engaging a managing agent or a manager to perform such duties and services as the Association shall authorize, except such as are specifically required to have approval of the Board of Directors or the membership of the Association;

(k) making of repairs, additions and improvements to or alternations of the condominium project, including repairs to and restoration of the condominium project after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings; and

(l) the purchasing of condominiums at foreclosure or other judicial sales, limited, however, as hereinafter provided, in the name of the Association or its designee, corporate or otherwise, and selling, leasing, encumbering, voting and votes pertinent to (other than for the election of members of the Boards of Directors) or otherwise dealing with condominiums acquired by the Association.

4.3 The Association shall not have the right or power to purchase a condominium except at sale in foreclosure of liens for assessments for common

expenses, at which sales the Association may bid no more than the amount secured by its lien; but nothing herein contained shall be construed as prohibiting the Association from accepting a surrender or other conveyance without substantial value of a condominium from the owner thereof. This provision shall not be changed without approval of the Board of Directors and the unanimous approval of the members of the Association.

4.4 The powers and duties of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles, the Condominium Act, the Plan of Condominium, the Declaration of Covenants, Conditions and Restrictions recorded or intended to be recorded with respect to the condominium project ("Declaration") and by the By-Laws of this Association.

#### ARTICLE IV - PRINCIPAL OFFICE

The principal business of the Association shall be transacted in Las Vegas, Clark County, Nevada, but the directors may agree upon other places of business within or without the State of Nevada.

#### ARTICLE V - DURATION

The period of duration of the Association is fifty (50) years.

#### ARTICLE VI - DIRECTORS

The affairs of the Association shall be managed by a Board of at least five(5) directors, who shall be owners or representatives of the Declarant. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors for the first year and until their successors shall have been elected office are:

Mr. Ferenc Szony - President  
Mr. Allan Koret - Vice President  
Ms. Joy Lewis - Secretary  
Mr. Jerry Anderson - Treasurer  
Mr. Bob Leven - Board Member

Address for above-mentioned members:

3483 Nightflower  
Las Vegas, NV 89121

At the first annual meeting the Members shall elect at least two directors for a term of three years, at least two directors for a term of two years and at least one director for a term of one year.

#### ARTICLE VII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement thereof, to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE VIII - MEMBERSHIP

The voting power of the members may be unequal.

Every person or entity who is a record owner of a fee or undivided fee interest in any lot 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 or refer to a mortgagee which holds 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 lot which is subject to assessment by the Association and a proxy given by any member shall terminate upon the sale of that member's lot.

#### ARTICLE IX - AMENDMENTS

Amendment of these Articles shall require a two-thirds (2/3) vote of the membership as its voting rights are set out in Article VIII. No amendment shall conflict with the then existing "Declaration".

#### ARTICLE X - BY-LAWS

The members, at a regular or special meeting, by a vote of a majority of a quorum of members present in person or proxy may amend or make additional By-Laws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nevada, we, the undersigned, the majority of

which are residents of Nevada, constituting three of the original members of this Association, have executed these Articles of Incorporation, this \_\_\_\_\_ day of \_\_\_\_\_, 1983.

Robert Lewis

Barbara J. Lewis

James B. Lewis  
[Signature]

James W. Anderson

STATE OF NEVADA )  
                          ) ss  
COUNTY OF CLARK )

On the 14th day of September, 1983, before me, a Notary Public in and for said County and State, personally appeared as above

\_\_\_\_\_ known to me to be the persons who executed the within Articles of Incorporation.

WITNESS my hand and official seal.

Carol R. Stitt  
Notary Public

