RECORDED
Secretary of State
State of Nevada
Feb. 6, 1990
#925-90

ARTICLES OF INCORPORATION
OF
DAYTON VALLEY COMMUNITY ASSOCIATION

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 #1, Sections 81.410 to 81.540, inclusive, 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 shall be: DAYTON VALLEY COMMUNITY ASSOCIATION

2. PURPOSE. The purposes for which this corporation is formed are:

(a) To establish and conduct a nonprofit association open for membership only to persons or associations who own or acquire residential lots in the real property and improvements of the project commonly known as DAYTON VALLEY COUNTRY CLUB (hereinafter "Owners"), in accordance with the Declaration Covenants, Conditions and Restrictions of DAYTON VALLEY COUNTRY CLUB (hereinafter ("CC&Rs) which will be filed with the Lyon County recorder, Lyon County, Nevada, and in accordance with the rights, privileges, limitations and provisions of the corporation's By-laws, these Articles of Incorporation and the CC&Rs; to own, maintain, and operate, to construct, repair and maintain improvements and landscaping on the common areas of the project.

(b) To promote DAYTON VALLEY COUNTRY CLUB as a well planned and controlled residential community with first class improvements and to preserve the value for the benefit of each and every Owner in DAYTON VALLEY COUNTRY CLUB.

(c) To assess and collect from each Owner, membership dues or other dues, or regular or stipulated assessments payable monthly, quarterly, semi-annually, or annually or special assessments if and when necessary in the manner provided by the CC&Rs and By-laws for the purpose of improving, repairing and maintaining the common area and to defray the costs and expenses of the operation and management of the association, and for paying premiums for public liability, property damage and fire or hazard and other insurance on the project and common area improvements.

(d) To borrow money and issue notes and other evidences of credit in return therefor.

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

(f) To admit persons and corporations to membership in the corporations to membership in the corporation pursuant to the provisions of its By-laws and the CC&Rs.

(g) To administer and enforce any and all Declarations of Covenants, Conditions and Restrictions affecting the DAYTON VALLEY COUNTRY CLUB project properties filed in the Office of the Lyon County Recorder, State of Nevada.

(h) 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.

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

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

(k) In general to have and exercise all the powers conferred by Nevada Revised Statutes Section 81.410 to 81.540, inclusive upon corporations formed under said provisions and to do any and all of the things hereinbefore set forth 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 it by law.

3. PLACE OF PRINCIPAL BUSINESS AND RESIDENT AGENT. The principal place of business of this corporation shall be located at P.O. Box 1349, Dayton, Nevada 89403, and the Resident Agent shall be Kenneth Stokes.

4. DURATION. The duration of the corporation shall be fifty (50) years, unless sooner dissolved pursuant to law.

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 nine (9), the exact number to be fixed by the By-laws of the corporation; provided, that the number so fixed by the By-laws may be increased or decreased within the limit above specified in accordance with the provisions set forth in the By-Laws.

The names and post office addre4ss of the first Board, consisting of five (5) directors to serve for the first year and/or until their successors shall have been elected and shall have accepted office, are as follows:

NAMES	ADDRESSES
Kenneth D. Stokes	P.O. Box 1349 Dayton, NV 89403

Myrna Liner	P.O. Box 1349 Dayton, NV 89403
Bryce Edgar	P.O. Box 1349 Dayton, NV 89403
Pete Howe	P.O. Box 1349 Dayton, NV 89403
Dave Gustafson	P.O. Box 1349 Dayton, NV 89403

6. In furtherance, and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized:

Subject to the by-laws, if any, adopted by the owners, to make, alter or amend the by-laws of the corporation;

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time-to-time, to determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the original or duplicate stock ledger), or any of them, shall be open to inspection of owners, and no owner shall have any right of inspection any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the board of directors;

By resolution, or resolutions, passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in said resolution, or resolutions, or in the by-laws of the corporation, shall have, and may exercise the powers of the Board of Directors in the management of the business affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee, or committees, shall have such name or names, as may be stated in the by-laws of the corporation, or as may be determined by resolution adopted by the Board of Directors;

Pursuant to the affirmative vote of the members, of at least a majority having voting power, given at a members' meeting duly called for that purpose, or when authorized by the written consent of a majority of the voting members, the Board of Directors shall have power and authority at any meeting, to sell, lease or exchange all of the property and assets of this corporation, including its goodwill and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

To purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was an officer, director, employee or agent of the Corporation, or

is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as an officer, director, employee or agent, or arising out of his status as such, whether or not the Corporation has the authority to indemnify him against such liability and expenses.

To indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the name of the Corporation, by reason of the fact that he is or was an officer, director, employee or agent of the Corporation or is or was at the request of the Corporation serving as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' bees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

To indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the name of the Corporation (derivative actions) to procure a judgment in its favor by reason of the fact that he is or was an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including amounts paid in settlement and attorneys' fees totally and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation. No officer, director, employee or agent of the Corporation may be indemnified in a derivative action for any claim, issue or matter as to which such person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals, to be liable to the Corporation or for amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses as the court deems proper.

Determination that indemnification of an officer or director is improper must be made by the members or by majority vote of a quorum of directors who were not parties to the act, suit or proceeding.

No officer or director of the Corporation shall be personally liable to the Corporation or the members for breach of his fiduciary duty as an officer or director, except for those acts or omissions which involve intentional misconduct, fraud, a known violation of the law or the payment out of dividends in violation of NRS 78.300.

This corporation may, in its by-laws, confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

7. MEMBERSHIP. This corporation shall have no capital stock and shares therein shall not be issued. All Owners shall be Members. Notwithstanding the directors named in paragraph 5 shall b e deemed members until the sale of the first lot at DAYTON VALLEY COUNTRY CLUB. This corporation shall have two classes of voting memberships. The voting rights and privileges of each class of members of the Association shall be as follows:

Class A Members. Class A Members shall be all Owners excepting Declarant and shall have one vote for each lot, Condominium Unit or 1000 square feet or portion thereof designated for Commercial Use owned.

Class B Members. The Class B Member shall be Declarant. The Class B Member shall be entitled to three (3) votes for each Lot, Condominium Unit or 1000 square feet or portion thereof designated for Commercial Use owned. The voting rights of the Class B membership shall be reduced by two-thirds on the happening of one of the following events, whichever occurs earlier: (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (b) fifteen years (15) years from the first sale to a Purchaser other than Declarant which takes place after the effective date of the Declaration of Covenants, Conditions, and Restrictions for the Dayton Valley Country Club.

The membership of each member may be evidenced by a certificate of membership or other written documentation issued by the corporation. Failure to issue such certificate or other written documentation shall in no event affect the rights, privileges or liabilities of membership.

8. NATURE OF CORPORTAION. 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 CC&Rs, or in the event the CC&Rs have expired or are not enforceable, then in accordance with the provisions of Nevada law.

9. BY-LAWS. After the adoption of the original By-laws by the members, the members or Board of Directors shall have the power and authority to make additional By-laws and alter and amend the By-laws by a vote of two-thirds of the directors or a majority of the members.

10. 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 assent of both the Declarant and the members holding a majority of the votes held by the members of the Association.

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, being Chapter 81 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 22 day of January, 1990.

KENNETH D. STOKES

MYRNA LINER

BRYCE EDGAR

PETE HOWE

DAVE GUSTAFSON

STATE OF NEVADA)
County of Lyon ; ss.
~~CARSON CITY~~)

On January 22, 1990, personally appeared before me, a Notary Public, KENNETH D. STOKES, known to me, who acknowledged to me that he executed the above instrument.

PAT TRAMMEL
NOTARY PUBLIC - NEVADA
LYON COUNTY
My Appt. Expires Nov. 21, 1993

NOTARY PUBLIC

DWI136

STATE OF NEVADA)
: ss.
~~CLARK~~ COUNTY)

On January 22, 1990, personally appeared before me, a Notary Public, MYRNA LINER, known to me, who acknowledged to me that she executed the above instrument.

PAT TRAMMEL
NOTARY PUBLIC - NEVADA
LYON COUNTY
My Appt. Expires Nov. 21, 1993

Pat Trammel
NOTARY PUBLIC

STATE OF NEVADA)
: ss.
COUNTY OF Lyon)

On January 22, 1990 personally appeared before me, a Notary Public, BRYCE EDGAR, known to me, who acknowledged to me that he executed the above instrument.

PAT TRAMMEL
NOTARY PUBLIC - NEVADA
LYON COUNTY
My Appt. Expires Nov. 21, 1993

Pat Trammel
NOTARY PUBLIC

STATE OF NEVADA)
: ss.
COUNTY OF Lyon)

On January 22, 1990, personally appeared before me, a Notary Public, PETE HOWE, known to me, who acknowledged to me that he executed the above instrument.

PAT TRAMMEL
NOTARY PUBLIC - NEVADA
LYON COUNTY
My Appt. Expires Nov. 21, 1993

Pat Trammel
NOTARY PUBLIC

STATE OF NEVADA)
: ss.
COUNTY OF _____)

On January 16, 1990, personally appeared before me, a Notary Public, DAVE GUSTAFSON, known to me, who acknowledged to me that he executed the above instrument.

NOTARY PUBLIC

G.B. PAULSON
NOTARY PUBLIC - NEVADA
CARSON CITY
My Appt. Exp. July 29, 1991

DWII36