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Corporation Name

MONTEREY AT THE LAS VEGAS
COUNTRY CLUB HOMEOWNERS'
ASSOCIATION

Resident Agent

EUGENE BURGER MANAGEMENT
CORP

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER
Secretary of State

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**ARTICLES OF INCORPORATION
OF
MONTEREY AT THE LAS VEGAS COUNTRY CLUB
HOMEOWNERS' ASSOCIATION**
(Attached to the Nevada Secretary of State Required Form)

The undersigned incorporator, desiring to form a nonprofit corporation pursuant to Chapter 82 of the Nevada Revised Statutes, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is and shall be: MONTEREY AT THE LAS VEGAS COUNTRY CLUB HOMEOWNERS' ASSOCIATION (the "Association").

**ARTICLE II
RESIDENT AGENT**

The name and address of the corporation's initial resident agent is:

Lionel Sawyer & Collins
1700 Bank of America Plaza
300 South Fourth Street
Las Vegas, Nevada 89101

**ARTICLE III
PURPOSE AND POWERS**

The corporation is a nonprofit corporation organized for those purposes that qualify it as an exempt organization under the Internal Revenue Service Code of 1986, as amended (the "Code"), and to operate as an association pursuant to Nevada Revised Statutes Chapter 116. The objective of the corporation is to provide for management, administration, maintenance, and architectural control of the common interest ownership community referred to as Monterey At The Las Vegas Country Club, located on the real property described in the Declaration of Covenants, Conditions and Restrictions and Grant and Reservation of Easements for Monterey At The Las Vegas Country Club to be recorded in the Official Records, Clark County, Nevada (the "Declaration"). Except as provided below, the corporation may engage in any lawful activities incident to such purposes and objectives. Capitalized terms used herein, unless otherwise defined, shall have the meanings ascribed to such terms in the Declaration.

**ARTICLE IV
INITIAL BOARD OF DIRECTORS**

The corporation shall be governed by a board of directors consisting of at least three (3) persons. The initial board of directors shall consist of three (3) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
David J. Moon	3017 Douglas Blvd. # 300 Roseville, CA 95661
Thomas J. Rielly	160 Newport Center Drive #240 Newport Beach, CA 92660
Walter Eeds	341 Bayside Drive, Suite 7 Newport Beach, CA 92660

**ARTICLE V
LIMITATION OF POWER AND AUTHORITY**

NOTWITHSTANDING ANYTHING HEREIN CONTAINED, INCLUDING, WITHOUT LIMITATION, THE CODE OF BYLAWS, DECLARATION, OR RULES OF THE ASSOCIATION, TO THE CONTRARY, ANY DETERMINATION TO COMMENCE OR OTHERWISE BRING OR PURSUE LEGAL OR EQUITABLE ACTION AND/OR PROCEEDINGS, OR TO CONSULT WITH OR RETAIN AN ATTORNEY FOR THE PURPOSES OF DISCUSSING THE COMMENCEMENT OF ANY SUCH ACTION AND/OR PROCEEDING, OF ANY NATURE AGAINST, OR WHICH MAY DIRECTLY OR INDIRECTLY IMPOSE LIABILITY ON, THE DECLARANT (INCLUDING ITS PARTNERS, PARENTS, SUBSIDIARIES, AFFILIATES OR MEMBERS, AND ITS AND THEIR SHAREHOLDERS, OFFICERS, MANAGERS, DIRECTORS, EMPLOYEES, AGENTS AND ATTORNEYS, AND ITS AND THEIR SUCCESSORS AND ASSIGNS), MUST FIRST BE APPROVED BY AN AFFIRMATIVE VOTE OF A MAJORITY OF THE MEMBERS OF THE

BOARD OF DIRECTORS AND BY AN AFFIRMATIVE VOTE OF NOT LESS THAN 67% OF THE VOTES OF ALL OWNERS, AND NO SUCH ACTION OR PROCEEDING SHALL BE COMMENCED UNTIL OBTAINING SUCH VOTES.

**ARTICLE VI
AMENDMENT**

Any amendment of these Articles of Incorporation shall require the approval of the Board, the consent of sixty-seven percent (67%) of the Members entitled to vote, and such other requirements as set forth in the Declaration.

**ARTICLE VII
INCORPORATORS**

The name and address of the incorporator is:

Elaine Shaddock
Lionel Sawyer & Collins
1700 Bank of America Plaza
300 South Fourth Street
Las Vegas, Nevada 89101

All powers, duties, and responsibilities of the incorporator shall cease upon the filing of these Articles of Incorporation with the Secretary of State of Nevada.

Dated this 27th day of August, 2004.


