

SEP 25 1990

SECRETARY OF STATE
8840-910

ARTICLES OF INCORPORATION
OF
SUMMERLIN COMMUNITY ASSOCIATION

The undersigned, to form a Nevada nonprofit corporation (the "Corporation") under the provisions of Nevada Revised Statutes, Sections 81.410 through 81.540 hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be SUMMERLIN COMMUNITY ASSOCIATION.

ARTICLE II

PURPOSE

(a) The specific and primary purpose for which the Corporation is formed is to provide community services and facilities for the general use, benefit and welfare of the Owners and/or occupants of Lots and Condominiums situated within that certain real property in Clark County, Nevada, known as Summerlin, and more particularly described in that certain Master Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Summerlin Community Association ("Master Declaration"), recorded or to be recorded against said property. Capitalized terms used herein and not otherwise defined herein shall have the same meanings given to them in the Master Declaration.

(b) In addition to its specific and primary purpose, the purpose of the Corporation shall be to engage as a nonprofit organization in any one or more activities authorized by the Board of Directors which shall be consistent with the nonprofit corporation law of the State of Nevada as that law is now or may hereafter be in effect.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The Principal Office of the Corporation is to be located at 3800 Howard Hughes Parkway, Las Vegas, in Clark County, Nevada.

ARTICLE IV

DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) members. The number of Directors of the Corporation may be increased or decreased from time to time in such manner as shall be provided in the By-Laws of the Corporation. The names and addresses of the members of the initial Board of Directors, which shall consist of three (3) persons who shall hold office until their successors have been duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Mark L. Fine	1811 Quarley Place Henderson, Nevada 89014
M. Rex Baird	38 Pheasant Ridge Drive Henderson, Nevada 89014
Michael C. Niarchos	2021 Plaza de Cielo Las Vegas, Nevada 89102

ARTICLE V

PROPERTY RIGHTS AND INTEREST OF MEMBERS

The Corporation shall have three (3) classes of voting membership as follows:

(1) Class A. Class A Members shall originally be all Owners of Lots or Condominiums in each Phase of Development with the exception of Declarant and Participating Builders (other than those Participating Builders who are Owners of an Apartment Lot, who shall be deemed Class A Members) for so long as there exists a Class B Membership in such Phase of Development. Each Class A Member shall be entitled to cast one (1) vote for each Single-Family Residential Lot or Condominium owned by such Member in a Phase of Development for which assessments have commenced. With respect to Apartment Lots subject to assessment and developed or to be developed as rental apartments, each Class A Member shall be entitled to cast one (1) vote for every four (4) Apartment Units included within any one such Apartment Lot on which assessments have

commenced. With respect to Miscellaneous Use Lots, each Class A Member shall be entitled to cast one (1) vote for each assessment unit allocated to such Lot, pursuant to Article VI, Section 6.5 of the Master Declaration. If there is a fraction remaining after performing the calculations described above with respect to the Apartment Units, then the Member shall cast one (1) entire vote for such fraction which is greater than or equal to one-half (1/2) and shall not cast a vote for such fraction which is less than one-half (1/2);

(2) Class B. The Class B Members shall be Declarant and the Participating Builders. Each Class B Member shall be entitled to cast three (3) votes for each Single-Family Residential Lot or Condominium, owned by Declarant or such Participating Builder, as the case may be, in a Phase of Development for which assessments have commenced. With respect to Miscellaneous Use Lots owned by Declarant or a Participating Builder, each Class B Member shall be entitled to cast three (3) votes for each assessment unit allocated to such Lot pursuant to Article VI, Section 6.5 of the Master Declaration. With respect to Apartment Lots subject to assessment, each Class B Member shall be entitled to cast one (1) vote for every one (1) Apartment Unit owned by such Class B Member included within any one such Apartment Lot on which assessments have commenced; provided, however, that such Class B Membership shall cease, and be converted to Class A Membership, with respect to any such Apartment Lot, at such time as a certificate of occupancy is issued for any rental apartment building to be leased thereon to the public by Declarant or a Participating Builder. In all other circumstances, the Class B Membership shall cease with respect to each particular Phase of Development and be converted to Class A Membership when the total votes outstanding in the Class A Membership in such Phase of Development equal the total votes outstanding in the Class B Membership in such Phase of Development; and

(3) Class C. The Class C Member shall be Declarant. The Class C Membership shall not be considered a part of the voting power of the Master Association, and shall have

only the right to elect a majority of the members of the Board of Directors. Such right shall continue until such time as the Class C Member no longer owns any Lot or Condominium in the Initial Property and the Annexable Area.

The rules applicable to all Members concerning the different classes of membership and the voting, property and other rights and privileges of membership, shall be as further set forth in the Master Declaration.

ARTICLE VI

AMENDMENT OF ARTICLES

Amendment of these Articles of Incorporation shall require approval of the Board of Directors of the Corporation and the vote or written consent of Members representing at least a majority of the total voting power of the Corporation.

ARTICLE VII

CUMULATIVE VOTING

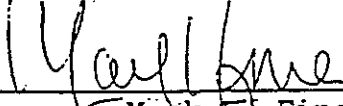
In any election of the members of the Board of Directors, every Class A Member entitled to vote at such an election shall have the number of votes designated in subsection 4.4(a)(1) of Article IV of the Master Declaration times the number of directors to be elected, unless the Class C Member's right to elect the majority of the members of the Board of Directors pursuant to subsection 4.4(a)(3) of Article IV of the Master Declaration still exists, in which case each Class A Member shall have the number of votes designated in subsection 4.4(a)(1) of Article IV of the Master Declaration times the difference between the number of directors to be elected and the number of directors needed to provide the Class C Member with the right to elect the majority of the Board of Directors. The Class B Members shall have the same voting rights as the Class A Members, except that the Class B Members shall have the number of votes designated in subsection 4.4(a)(2) of Article IV of the Master Declaration times the number of directors that Class A and Class B Members may elect. Each Class A and Class B Member shall have the right to cumulate his votes for one candidate or to divide such votes among the number of candidates that such Members are entitled to elect. The candidates receiving the highest number of votes by both Class A and Class B Members, up to the number of the directors that such Members are entitled to elect, shall be deemed elected.

ARTICLE VIII

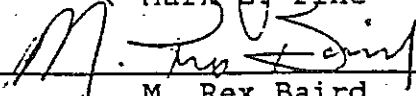
TERM

The Corporation shall exist for a term of fifty (50) years, the maximum term allowed by Chapter 81 of the Nevada Revised Statutes.

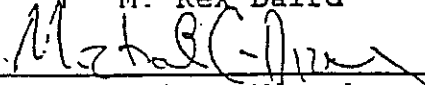
IN WITNESS WHEREOF, we have hereunder subscribed our names this 21st day of September, 1990.



Mark E. Fine



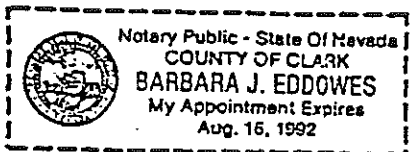
M. Rex Baird



Michael C. Niarchos

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

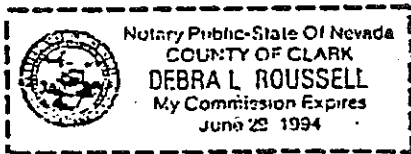
On this 21st day of September, 1990, personally appeared before me, a Notary Public, MARK L. FINE, who acknowledged that he executed the foregoing instrument.



Barbara J. Eddowes
Notary Public in and for the
said County and State

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

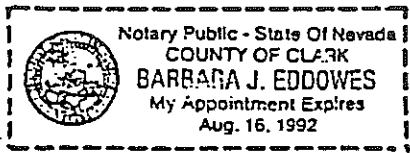
On this 21st day of September, 1990, personally appeared before me, a Notary Public, M. REX BAIRD, who acknowledged that he executed the foregoing instrument.



Debra L. Russell
Notary Public in and for the
said County and State

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On this 21st day of September, 1990, personally appeared before me, a Notary Public, MICHAEL C. NIARCHOS, who acknowledged that he executed the foregoing instrument.



Barbara J. Eddowes
Notary Public in and for the
said County and State

970815.00692

EXHIBIT "C"

Articles of Incorporation of
Summerlin North Community Association

[To be attached]

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

970815.00692 U7 0

JUL 17 1997
No. C 8840-90
Dean Heller
DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
SUMMERLIN COMMUNITY ASSOCIATION

We the undersigned NANCY COOK and JEFFERY S. GEEN of SUMMERLIN COMMUNITY ASSOCIATION do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened and held on the 17th day of July, 1997, adopted a resolution to amend the original articles as follows:

Article I is hereby amended to read as follows:

ARTICLE I

NAME

The name of the Corporation shall be SUMMERLIN NORTH COMMUNITY ASSOCIATION.

Nancy Cook

President
Jeffery S. Geen

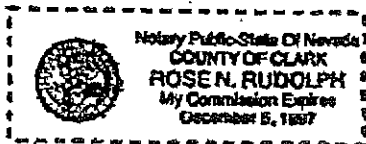
Secretary

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On July 17, 19 97 personally appeared before me, a Notary Public, NANCY COOK and JEFFERY S. GEEN who acknowledged that they executed the above instrument.

Rose N. Rudolph

Signature of Notary



970815.00692

EXHIBIT "A"

CLARK COUNTY, NEVADA
JUDITH A. VANDEVER, RECORDER
RECORDED AT REQUEST OF:

NEVADA TITLE COMPANY

08-15-97 10:06 CPD 125
OFFICIAL RECORDS

BOOK: 970815 INST: 00692

FEE: 131.00 RPTT: .00