

JUN 19 1997

**ARTICLES OF INCORPORATION
OF
THE SUMMERLIN COUNCIL**

(NRS 82.006-541)

FILED

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Dean Heller
DEAN HELLER, SECRETARY OF STATE

The undersigned, by these Articles, associate themselves for the purpose of forming a nonprofit corporation under Nevada Revised Statutes 82.006-541 and certify as follows:

Article 1. Name. The name of the Corporation shall be The Summerlin Council.

Article 2. Address. The office of The Summerlin Council shall be located at 1910 Spring Gate Lane, Las Vegas, Nevada, 89134 in Clark County, Nevada.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Summerlin North Community Association or to be recorded in the Office of the County Recorder of Clark County, Nevada, as the same may be amended from time to time (the "Declaration").

Article 4. Purposes. The Summerlin Council shall be a nonprofit corporation under Nevada Revised Statutes 82.0006-541. The Summerlin Council does not contemplate pecuniary gain or profit, direct or indirect. The purposes for which The Summerlin Council is organized are:

(a) to be and constitute The Summerlin Council to which reference is made in the Declaration, any other declaration of covenants, conditions, and restrictions administered by a Community Association (a "Community Association Declaration"), and the Commercial Covenants (as defined in Section 2.1 of the By-Laws of The Summerlin Council); to perform all obligations and duties of The Summerlin Council; and to exercise all rights and powers of The Summerlin Council, and as provided by law;

(b) to provide an entity for the furtherance and promotion of the social welfare of the Summerlin community; including, but not limited to, perpetuating the sense of community life and spirit and being responsible for and involved in projects and activities which contribute positively to its residents and to the region of which it is a part; and

(c) to promote the common good and general welfare of the Summerlin community.

Notwithstanding any other provision of these articles, The Summerlin Council shall expend no funds for the purpose of incorporating as a municipality or local governmental entity.

CLERK

Article 5. Powers. The powers of The Summerlin Council shall include and be governed by the following provision:

A. The Summerlin Council shall have all of the powers conferred upon a nonprofit corporation under Nevada statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Summerlin Council By-Laws, the Declaration, any Community Association Declaration, and the Commercial Covenants.

B. The Summerlin Council shall make no distributions of income to its directors or officers.

Article 6. Members. The Summerlin Council shall have no members

Article 7. Term. The Summerlin Council shall be of perpetual duration.

Article 8. Directors.

A. The affairs of The Summerlin Council shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors shall consist of no fewer than three and no more than seven directors.

B. The name and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Nancy Cook
1910 Spring Gate Lane
Las Vegas, NV 89134

Jeffrey Geen
1910 Spring Gate Lane
Las Vegas, NV 89134

Peggy Chandler
1910 Spring Gate Lane
Las Vegas, NV 89134

C. The method of appointment, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws of The Summerlin Council.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 9. By-Laws. The By-Laws of The Summerlin Council shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Summerlin Council By-Laws.

Article 10. Liability of Directors. To the fullest extent that Nevada nonprofit corporation law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of The Summerlin Council shall be personally liable to The Summerlin Council for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of The Summerlin Council for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendments. These Articles may be amended only upon a resolution duly adopted by at least two-thirds of the Board of Directors and with the approval of Declarant so long as Declarant owns any property subject to the Declaration, any Community Association Declaration, or the Commercial Covenants or which may be unilaterally subjected to the Declaration, any Community Association Declaration or the Commercial Covenants by Declarant. No amendment of these Articles shall be in conflict with the Declaration, any Community Association Declaration, or the Commercial Covenants.

Article 12. Dissolution. The Corporation may be dissolved only as provided by the laws of the State of Nevada.

In the event of dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the corporation have been paid, all assets of the Corporation shall be distributed to , or its assets shall be sold and the proceeds distributed to, another organization organized and operating for substantially the same purposes for which the Corporation is organized and operating or to a public body. Upon dissolution of the Corporation, in the event the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

Article 13. Resident Agent and Office. The initial resident agent of The Summerlin Council upon whom the process is to be served is Randy Ecklund, and the initial registered address of such agent is 1910 Spring Gate Lane, Las Vegas, NV 89134.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, for the forming of this nonprofit corporation under the laws of the state of Nevada, we the undersigned, constituting the incorporators of this Association, have executed these Articles this 18th day of June, 1997.

By: Nancy Cook
Nancy Cook
1910 Spring Gate Lane
Las Vegas, NV 89134

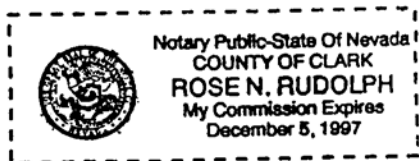
By: Jeff Green
Jeff Green
1910 Spring Gate Lane
Las Vegas, NV 89134

By: Peggy Chandler
Peggy Chandler
1910 Spring Gate Lane
Las Vegas, NV 89134

STATE OF NEVADA
COUNTY OF CLARK

On this 18th day of June, 1997, personally appeared before me, a notary public, NANCY COOK personally known and proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he/she executed the instrument.

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



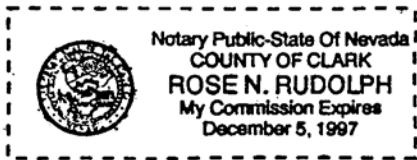
Rose N. Rudolph [SEAL]
NOTARY PUBLIC
My term in office expires on
the 5th day of December, 1997.

[ACKNOWLEDGMENTS CONTINUED ON NEXT PAGE]

STATE OF NEVADA
COUNTY OF CLARK

On this 18th day of June, 1997, personally appeared before me, a notary public, JEFFERY S. DEEN personally known and proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he/she executed the instrument.

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

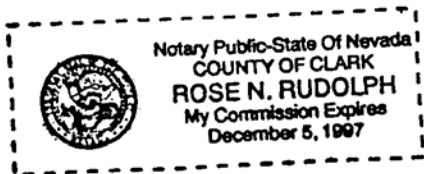


Rose N. Rudolph [SEAL]
NOTARY PUBLIC
My term in office expires on
the 5th day of December, 1997.

STATE OF NEVADA
COUNTY OF CLARK

On this 18th day of June, 1997, personally appeared before me, a notary public, PEGGY CHANDLER personally known and proved to me to be the person whose name is subscribed to the above instrument who acknowledged that he/she executed the instrument.

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



Rose N. Rudolph [SEAL]
NOTARY PUBLIC
My term in office expires on
the 5th day of December, 1997.

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the document as filed in this
office.

JUN 20 '97

Dean Heller
DEAN HELLER
Secretary of State

By *Beverly J. Overport*