

# SECRETARY OF STATE



## CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **FLEUR DE LIS HOMEOWNERS ASSOCIATION** did on **August 13, 2003** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **August 13, 2003**.



*Dean Heller*

DEAN HELLER  
Secretary of State

By *Sammi Paris*  
Certification Clerk

**ARTICLES OF INCORPORATION  
OF  
FLEUR DE LIS HOMEOWNERS ASSOCIATION**

The undersigned, being residents of the State of Nevada, do hereby associate themselves together for the purpose of forming a non-profit corporation, pursuant to the provisions of Sections 81.410 through 81.540, inclusive, of the Nevada Revised Statutes, and we do hereby make, subscribe, acknowledge, certify and adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation (hereinafter called the "Association") is:

**FLEUR DE LIS HOMEOWNERS ASSOCIATION**

**ARTICLE II**

The Association does not contemplate monetary gain or profit to the Members hereof, and the specific primary purposes for which it is formed are to administer and enforce the conditions, covenants and restrictions, and collect and disburse the assessments and charges, provided for in that Supplemental Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for FLEUR DE LIS (hereinafter called the "Declaration") as recorded in the Official Records, Washoe County, Nevada.

In furtherance of and incidental and supplemental to said purposes, this Association shall have power to do the following:

(a) perform the duties and obligations and exercise the rights of the Association as set forth in the Declaration, including, without limitation, the promulgation and enforcement of rules and regulations relating to the general appearance of the area, and the levy, collection and enforcement of assessments pursuant to the Declaration;

(b) carry on any other lawful activity or do anything whatsoever which the Association may deem proper or convenient or capable of being carried on, or which may be calculated directly or indirectly to promote the interests of the Association or of the property over which it has jurisdiction, so long as said activity is incidental to and in furtherance of said stated purposes; provided that the commencement, prosecution and/or maintenance of, and/or intervention in, any Proceeding in connection with any Non-Operational Controversy (as said terms are defined in the Declaration), without having fully and completely followed, or in violation of, the mandatory requirements and procedures set forth in the Declaration, shall be ultra vires; and

(c) to have, enjoy and exercise in furtherance of said stated purposes, all of the rights, powers and privileges which are now or which may hereafter be conferred upon non-profit corporations by the laws of Nevada, including the right to any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do.

#### ARTICLE III

The name and business address of the Corporation's initial resident agent, either a natural person or a corporation, resident or located in Nevada, are: Thomas Rondeau, Esq., 4484 South Pecos Road, Las Vegas, Nevada 89121.

#### ARTICLE IV

TANAMERA RESORT CONDOMINIUMS, LLC, a Nevada limited liability company, and its successors ("Declarant"), and every person or entity who is a record owner ("Owner") of a fee interest in all or any portion of a residential unit ("Unit") which is located within that real property subject to the Declaration ("Properties"), including installment land sale contract vendees, shall be a member of the Association. There shall be one (1) vote per Unit owned, and, based on the foregoing, the voting power and Association property rights and interests of each Member shall be equal. The foregoing is not intended to include persons or entities

who hold 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 Unit within the Properties, nor may membership be resigned by any individual who continues as record owner of a fee interest in all or any portion of a Unit.

#### ARTICLE V

The term for which this corporation is to exist shall be perpetual.

#### ARTICLE VI

The affairs of this Association shall be managed by a Board of three (3) Directors, all of whom (other than Directors appointed by Declarant) must be members ("Members") of the Association (including an officer, employee, agent or director of a corporate Member; a partner of a Member which is a partnership; a trustee or designated beneficiary of a Member which is a trust; or a fiduciary of a Member which is an estate). The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are as follows:

Stephen R. Hefner	9460 Double R Boulevard Suite 200 Reno, NV 89521
Joseph W. Lopez	9460 Double R Boulevard Suite 200 Reno, NV 89521
Paula McLeod	9460 Double R Boulevard Suite 200 Reno, NV 89521

The above referenced individuals are also the incorporators.

#### ARTICLE VII

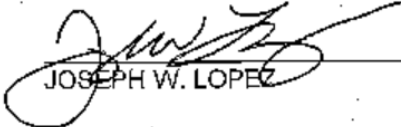
Upon dissolution of the Association, the assets of the Association shall be distributed in compliance with applicable Nevada law.

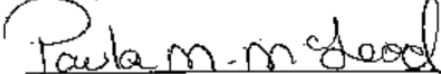
**ARTICLE VIII**

Amendment of these Articles shall require both: (a) the assent (by vote or by written consent) of Members representing seventy-five percent (75%) or more of the total voting power of the Association; and (b) the written consent of a majority of the total voting power of the Board; and (c) if such amendment will adversely affect the rights of any such first mortgagees, shall further require the written consent of at least sixty-seven percent (67%) of the holders of mortgages with first priority over other mortgages or deeds of trust on Units within the Properties. The Bylaws may be amended, as more fully set forth in the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nevada, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation as of this 5<sup>th</sup> day of June, 2003.

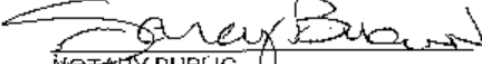
  
STEPHEN R. HEFNER

  
JOSEPH W. LOPEZ

  
PAULA McLEOD

STATE OF NEVADA        )  
                                  )  
COUNTY OF WASHOE    )

This instrument was acknowledged before me on this 5<sup>th</sup> day of June, 2003, by Stephen R. Hefner, Joseph W. Lopez, and Paula McLeod, as incorporators and initial directors of FLEUR DE LIS HOMEOWNERS ASSOCIATION.

  
NOTARY PUBLIC  
(seal)

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