

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **SIERRA CANYON ASSOCIATION** did on **February 9, 2004** 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 **February 9, 2004**.



Dean Heller

DEAN HELLER
Secretary of State

By

[Signature]

Certification Clerk



DEAN HELLER
 Secretary of State
 206 North Carson Street
 Carson City, Nevada 89701-4299
 (775) 884 5708
 Website: secretaryofstate.biz

FILED # 3007-04

FEB 09 2004

IN THE OFFICE OF
Dean Heller
 DEAN HELLER SECRETARY OF STATE



Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Sierra Canyon Association
2. Resident Agent Name and Street Address: <i>(must be a Nevada address where process may be served)</i>	The Corporation Trust Company of Nevada Name 6100 Neil Road, Suite 500 Reno, NEVADA 89511 Physical Street Address City State Zip Code Additional Mailing Address City State Zip Code
3. Names, Addresses, Number of Board of Directors/Trustees:	The First Board of Directors/Trustees shall consist of <u>three</u> members whose names and addresses are as follows: 1. Gary A. Sorrels Name 985 Sun City Lane Lincoln, CA 95648 Street Address City State Zip Code 2. Doug Freeman Name 985 Sun City Lane Lincoln, CA 95648 Street Address City State Zip Code 3. John Miles Name 985 Sun City Lane Lincoln, CA 95648 Street Address City State Zip Code 4. _____ Name Street Address City State Zip Code
4. Purpose:	The purpose of this Corporation shall be: to engage in any lawful act or activity for which nonprofit corporations may be organized. See attached.
5. Names, Addresses and Signatures of Incorporators: <i>(attach additional pages if there is more than 1 incorporator)</i>	Patricia M. Fairfield Name 15333 N. Pima Road, #300 Scottsdale, AZ 85260 Street Address City State Zip Code <i>Patricia M. Fairfield</i> Signature
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. The Corporation Trust of Nevada <i>[Signature]</i> Authorized Signature of R.A. or On Behalf of R.A. Company Date <u>2.6.04</u>

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form NRS 82 ARTICLES 2003
 Revised on: 11/03/03

NV033 - 11/12/2003 CT System Online

ATTACHMENT

**ARTICLES OF INCORPORATION
OF
SIERRA CANYON ASSOCIATION**

The undersigned individual acting as the incorporator of a corporation (the "Corporation") under the provisions of Chapter 82 of the Nevada Revised Statutes hereby adopts the following Articles of Incorporation.

**I
NAME OF CORPORATION**

The name of this corporation is SIERRA CANYON ASSOCIATION.

**II
PRINCIPAL OFFICE AND INITIAL RESIDENT AGENT**

A. Resident Agent. The resident agent of the Corporation shall be Corporation Trust Company of Nevada whose street address where process may be served is 6100 Neil Road, Suite 500, Reno, Nevada, 89511.

**III
CORPORATION IS NONPROFIT**

This corporation is a nonprofit corporation organized under Chapter 82, Nevada Revised Statutes. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in those sections with respect to the acquisition, construction, or provision for management, maintenance, and care of the corporation's property, and other than by a rebate of excess membership dues, fees, or assessments.

**IV
NATURE OF BUSINESS**

The purpose of this corporation is to engage in any lawful act or activity for which a nonprofit corporation may be organized. More specifically, the corporation will: (i) own, repair, maintain and manage Common Areas and Common Elements located within the Sierra Canyon common interest development that will be created by recording the Supplemental Declaration of Covenants, Conditions and Restrictions for Sierra Canyon in the official records of Washoe County, Nevada, which Declaration shall be executed by PN II, Inc. a Nevada corporation (the "Declaration"); (ii) enforce the rules and regulations of the corporation as adopted from time to time by the Board of Directors; and (iii) discharge such other lawful duties and responsibilities as may be required pursuant to the corporation's

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Bylaws and the Declaration. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation. Unless indicated otherwise by the Declaration or Bylaws of the corporation, all such powers may be exercised by the Board of Directors.

V
BOARD OF DIRECTORS

A. Initial Board of Directors. The initial Board of Directors shall consist of three (3) members, the names and addresses of whom is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary A. Sorrels	985 Sun City Lane Lincoln, CA 95648
Doug Freeman	985 Sun City Lane Lincoln, CA 95648
John Miles	985 Sun City Lane Lincoln, CA 95648

These individuals shall serve as Directors until their successors have been elected.

B. Increase or Decrease, Election and Removal of Directors. The number of Directors of the corporation may be increased or decreased from time to time by amendment to the Bylaws of the corporation. The method of electing, removing and filling vacancies on the Board of Directors shall be as set forth in the Bylaws.

VI
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patricia M. Fairfield	15333 N. Pima Road Scottsdale, Arizona 85260

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PERIOD OF EXISTENCE

The Association shall have perpetual duration.

VII LIABILITY OF DIRECTORS, OFFICERS AND MEMBERS

Pursuant to N.R.S. § 82-221 no director, officer, member, or other possessor of the corporate powers of the Association shall be liability to the Association, its members, or any other person or entity for any type of damages for any act or omission arising out of a breach of the duty of care or other duty regarding the management or operation of the Association, unless the act or omission involves intentional misconduct, fraud or a knowing violation of the law.

VIII MEMBERSHIP

Every person or entity who is a record owner of any Lot, as defined in the Declaration, shall be a member of the Association. The foregoing is not intended to include Persons who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separate from ownership of the Lot giving rise to such membership. The rights and privileges of membership shall be as set forth in the Declaration and the Bylaws.

IX EXEMPTION

To the extent permitted by law, the private property of each and every member, officer, and director of the Association real or personal, tangible or intangible, now owned or hereafter acquired by any of them, is and shall be forever exempt from all debts and obligations of the Association of any kind whatsoever.

X AMENDMENTS

These Articles may be amended only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members holding at least 80% of the total Association vote, the Declarant's consent so long as Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by Declarant. No amendment of these Articles shall be in conflict with the Declaration.

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**XI
DEFINITIONS**

Unless otherwise defined herein, the words used in these Articles shall have the same meaning as set forth in the Declaration, unless the context requires a different meaning.

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