

FILED # C7090-01

MAR 21 2001

IN THE OFFICE OF  
*Don Hill*  
DEAN HELLER SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

SUMMERLIN WEST COMMUNITY ASSOCIATION

Article 1. Name. The name of the corporation is Summerlin West Community Association (the "Association").

Article 2. Duration. The Association shall have perpetual existence.

Article 3. Purposes and Powers. The Association is a nonprofit corporation organized under Nevada Revised Statutes, Chapter 82. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

(a) By way of explanation and not by way of limitation, the purposes for which it is formed are:

- (i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Summerlin West recorded on January 23, 2001, in Book 20010123, as Instrument Number 01409 (the "Declaration"), in the public records of Clark County, Nevada; to perform all obligations and duties of the Association; to exercise all rights and powers of the Association, as specified therein and in the Bylaws of Summerlin West Community Association ("Bylaws") as provided by law; and
- (ii) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

- (i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Nevada in effect from time to time;
- (ii) 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 Bylaws, or the Declaration, including, without limitation, the following:
  - (1) to fix and to collect assessments or other charges to be levied;
  - (2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, declaration, or contract has a right or duty to provide such services;
  - (3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
  - (4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

- (5) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or the Bylaws;
- (6) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or the Bylaws;
- (7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other Association, corporation, or other entity or agency, public or private;
- (8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and, as such, to advance the business or ownership interests in such corporations, firms, or individuals;
- (9) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (10) to provide any and all supplemental services as may be necessary or proper.

- (c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article.

Article 4. Membership. Every person or entity who is a record Owner of a Unit (as such terms are defined in the Declaration) subject to 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 separated from ownership of any Unit subject to the Declaration.

Article 5. Board of Directors. The affairs of the Association shall be managed by a Board of three (3) directors. The number of directors shall increase to seven (7) as described in the Declaration. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected and have qualified, or until removed, are as follows:

Kristi L. Overgaard  
The Howard Hughes Corporation  
10000 West Charleston Boulevard, Suite 200  
Las Vegas, Nevada 89135

Peggy Chandler  
The Howard Hughes Corporation  
10000 West Charleston Boulevard, Suite 200  
Las Vegas, Nevada 89135

Gerry Robbins  
The Howard Hughes Corporation  
10000 West Charleston Boulevard, Suite 200  
Las Vegas, Nevada 89135

The number of directors, method of election, term of office, removal and filling of vacancies shall be as set forth in the Declaration and the Bylaws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 6. Certificates. The Association shall not be required to issue membership certificates.

Article 7. Voting. Each Member shall have one equal vote for each Unit owned. The vote for each Unit shall be exercised in the manner set forth in the Declaration and the Bylaws.

Article 8. Liability of Directors. No officer, trustee, director or other possessor of the corporate powers of the Association shall be liable 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.

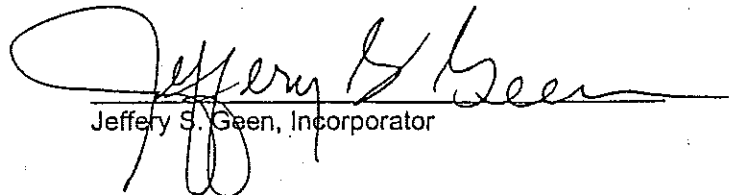
Article 9. Exemption. To the extent permitted by law, the private property of each and every member, officer, and director of the Association real or personal, tangible or intangible, now owned or hereafter acquired by any of them, is and shall be forever exempt from all debts and obligations of the Association of any kind whatsoever.

Article 10. Registered Agent and Office. The initial resident agent of Summerlin West Community Association upon whom the process is to be served is Randy Ecklund, and the initial registered address of such agent is 9911 Covington Cross Drive, Suite 103, Las Vegas, Nevada, 89144.

Article 11. Incorporator. The name of the incorporator is Jeffery S. Geen, and such incorporator's address is 10000 West Charleston Boulevard, Suite 200, Las Vegas, Nevada 89135.

Article 12. 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 shall prohibit.

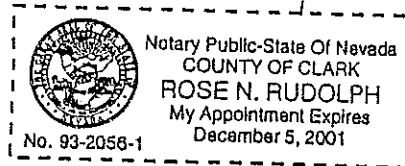
IN WITNESS WHEREOF, for the forming of this nonprofit corporation without stock under the laws of the State of Nevada, the undersigned incorporator of this Association has executed these Articles this 20th day of March, 2001.

  
Jeffery S. Geen, Incorporator

STATE OF NEVADA       )  
                                  ) ss.  
COUNTY OF CLARK       )

This instrument was acknowledged before me on March 20, 2001, by JEFFERY S. GEEN  
as Incorporator of Summerlin West Community Association.

Rose N. Rudolph  
Notary Public



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IN THE OFFICE OF  
Dean Hill  
DEAN HILL, SECRETARY OF STATE

CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT

In the matter of SUMMERLIN WEST COMMUNITY ASSOCIATION, a Nevada non-profit corporation, RANDY ECKLUND hereby certifies that on the 20<sup>th</sup> day of March, 2001, he accepted the appointment as resident agent of the above-entitled corporation in accordance with NRS 82.081.

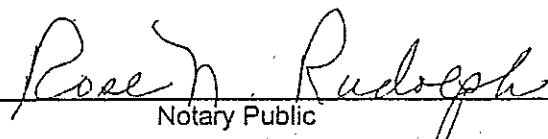
Furthermore, that the mailing address of the above stated resident agent is located at 9911 Covington Cross Drive, Suite 103, Las Vegas, Nevada 89144.

IN WITNESS WHEREOF, I have hereunto set my hand this 20<sup>th</sup> day of March, 2001.

BY:   
RANDY ECKLUND, Resident Agent

STATE OF NEVADA     )  
                                  ) ss.  
COUNTY OF CLARK    )

This instrument was acknowledged before me on March 20, 2001, by RANDY ECKLUND as Resident Agent of Summerlin West Community Association.

  
Notary Public

