

**FILED**IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA**ARTICLES OF INCORPORATION  
OF****SUMMERLIN SOUTH COMMUNITY ASSOCIATION****DEC 31 1991**

CHERYL A. LAU SECRETARY OF STATE

The undersigned natural person, acting as incorporator of a Nevada non-stock, nonprofit corporation (the "Corporation") under the provisions of Chapter 82 of Nevada Revised Statutes, hereby adopts the following Articles of Incorporation.

12208-91

**ARTICLE I****NAME**

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

**ARTICLE II****RESIDENT AGENT**

The name of the initial resident agent of the corporation, a corporate resident of the State of Nevada, is Jeffery S. Gaen, Esq., whose business address is 3800 Howard Hughes Parkway, Suite 1700, Las Vegas, Nevada 89109.

**ARTICLE III****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 South, and more particularly described in that certain Master Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Summerlin South 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.

SENT BY-LOOO 1700 1100

(c) The Corporation is not organized for profit and shall not be operated for profit. No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual except by the acquisition, construction, management, maintenance and care of property described in paragraph (a) of this Article and except for rebates of excess membership dues, fees, or assessments.

#### ARTICLE IV

##### DIRECTORS

The members of the governing board shall be styled directors. The initial Board of Directors of the Corporation shall consist of three (3) persons. 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	1990 North Rampart Boulevard Las Vegas, Nevada 89128
M. Rex Baird	3800 Howard Hughes Parkway Suite 1700 Las Vegas, Nevada 89109
Michael C. Niarchos	3800 Howard Hughes Parkway Suite 1700 Las Vegas, Nevada 89109

#### ARTICLE V

##### PROPERTY RIGHTS AND INTEREST OF MEMBERS

The Corporation shall have two (2) 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 ( $1/2$ ); and

(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.

Notwithstanding anything herein or in the Master Declaration to the contrary, Declarant shall have the right to elect a majority of the members of the Board of Directors. Such right shall continue until such time as Declarant no longer owns any Lot or Condominium in the Project.

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 Declarant's right to elect the majority of the members of the Board of Directors pursuant to subsection 4.4(b) 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 Declarant 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

##### INCORPORATOR

The names and addresses of the incorporator is as follows:

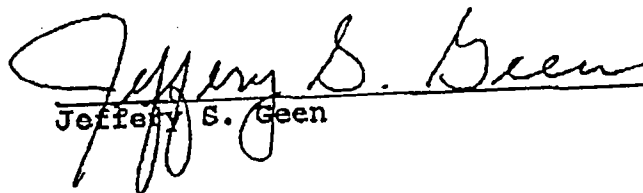
<u>Name</u>	<u>Address</u>
Jeffery S. Geen	512 Lariat Lane Henderson, Nevada 89014

#### ARTICLE IX

##### TERM

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1991.

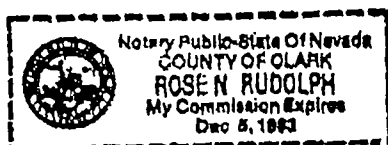
  
Jeffery S. Geen

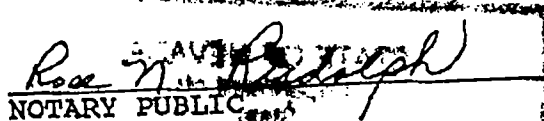
STATE OF NEVADA

COUNTY OF CLARK

ss:

On this 31st day of December, 1991, personally appeared before me, a notary public, JEFFERY S. GEEN, personally known (or proven) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



  
NOTARY PUBLIC

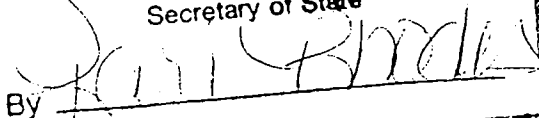
**STATE OF NEVADA**  
Department of  
State

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

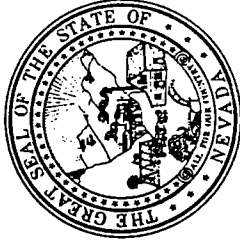
DATED: DEC 31 1991



**CHERYL A. LAU**  
Secretary of State

By 

# State of Nevada



# Secretary of State

I, CHERYL A. LAU, Secretary of State of the State of Nevada, do hereby certify that

SUMMERLIN SOUTH COMMUNITY ASSOCIATION

did on the THIRTY-FIRST day of DECEMBER, 1991, 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, this

THIRTY-FIRST day of DECEMBER, A.D. 1991.

*Cheryl Lau*

Secretary of State

By

*Devin P. ...*

Deputy

