

BYLAWS
OF
DOUBLE DIAMOND RANCH MASTER ASSOCIATION

ARTICLE ONE
NAME AND LOCATION

1.01 NAME AND LOCATION. The name of the corporation is "DOUBLE DIAMOND RANCH MASTER ASSOCIATION" (the "Association").

ARTICLE TWO
DEFINITIONS

2.01 "Declaration" for the purposes of these Bylaws shall mean that certain Master Declaration of Covenants, Restrictions and Easements for Double Diamond Ranch recorded on June 17, 1996, in Book 4599PG0744, as Document No. 2004353, of Official Records, Washoe County, Nevada, as the same may from time to time be amended in accordance with the terms thereof.

2.02 Terms used herein and not defined herein shall have the meanings given to them in the Declaration and the Articles of Incorporation which are incorporated herein and made a part hereof by reference.

ARTICLE THREE
MEMBERSHIP VOTING RIGHTS OF MEMBERS
AND RIGHT OF DECLARANT TO APPOINT
DIRECTORS AND OFFICERS

3.01 MEMBERSHIP. The Members of the Association shall be the Owners (including Declarant and any Parcel Developers) of one (1) or more Separate Interests. The Owner or Owners, collectively, of each Separate Interest shall have one (1) membership in the Association. The number of Memberships in the Association shall be equal to the number of Separate Interests within the Properties. As used in these Bylaws, the term "Member" shall refer to the Owner of a Separate Interest if there is one Owner, or collectively to all of the Owners of a Separate Interest if there is more than one Owner. Each Member shall have the rights, duties, and obligations set forth in the Declaration, the Articles, these Bylaws, and Rules and Regulations as the same may from time to time be amended.

3.02 VOTING RIGHTS. Only Members of the Association shall have voting rights. The voting privileges of the Members shall be as set forth below and as otherwise provided in the Declaration and the Articles of Incorporation. Votes may be cast either by voice or by ballot.

(a) General. The Master Association shall have the following described voting classes ("Voting Classes") and, subject to the provisions of sub-paragraph (b) immediately below, shall have the following votes:

(i) Class A Members. Class A Members shall be the Owners (including any Parcel Developers) of any Separate Interest. One Class A Membership shall be appurtenant to each Separate Interest and shall be entitled to one (1) vote.

(ii) Class B Members. Class B Members shall be the Declarant only. Subject to the provisions of sub-paragraph (b) immediately below, the Class B Member shall have one (1) vote for each Separate Interest owned by Declarant. One Class B Membership shall be appurtenant to each Separate Interest owned by Declarant.

(b) Appointment and Removal of Members of Board and Officers of Association. Declarant has reserved the right to appoint and remove all of the members of the Board and all of the officers of the Association until the earlier of the following events:

(i) Sixty (60) days after conveyance of seventy-five percent (75%) of the Separate Interests which may be created in the Properties and Subsequent Phase Properties to Owners other than a Declarant; or

(ii) Five (5) years after Declarant has ceased to offer for sale in the ordinary course of business any Separate Interests within the Properties or Subsequent Phase Properties; or

(iii) Five (5) years after any right to annex Subsequent Phase Properties was last exercised; or

(iv) In the event and at such time as Declarant waives by written instrument the rights reserved by Declarant under this subparagraph (b), and such written waiver is recorded in the official records of the County Recorder of Washoe County, Nevada. Declarant shall have the right to designate a person or persons who are entitled to exercise the rights reserved to Declarant under this subparagraph (b). The date on which the rights reserved by Declarant under this subparagraph (b) terminate is herein called "the Declarant's Control Termination Date. From and after the Declarant's Control Termination Date, the Board of Directors and the officers of the Association shall be elected and appointed as provided in the Articles and these Bylaws.

(c) Composition of Board of Directors. Notwithstanding anything to the contrary set forth herein, not later than sixty (60) days after conveyance of Separate Interests equal to twenty-five percent (25%) of the total number of Separate Interests which may be created within the Properties, including Subsequent Phase Properties, to Owners other than Declarant, a Successor Declarant, or Parcel Developers, at least one (1) member and not less than twenty-five percent (25%) of the members of the Board shall be elected by Members other than the Declarant. Not later than sixty (60) days after conveyance of Separate Interests equal to fifty percent (50%) of the total number of Separate Interests which may be created in the Properties, including Subsequent Phase Properties, to Owners other than Declarant, a Successor Declarant or Parcel Developers, not less than thirty-three and one-third percent (33-1/3%) of the members of the Board shall be elected by Members other than the Declarant. Not later than the Declarant's Control Termination Date, the Owners shall elect a Board of at least seven (7) members, at least a majority of whom must be Owners.

3.03 PROXIES. At any meeting of the Members of the Association, any Member may designate another person or persons to act as a proxy or proxies. If any Member designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if only one is present, then that one, has and may exercise all of the powers conferred by the Member upon all of the persons so designated unless the Member provides otherwise. If a Separate Interest is owned by more than one person or entity, each owner of a Separate Interest may vote or register protest to the casting of votes by the other Owner or Owners of such Separate Interest through an executed proxy. No proxy shall be valid after the expiration of one (1) year from the date of its execution, unless it specifies a shorter term. An Owner of a Separate Interest may revoke a proxy only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or if it purports to be revocable without notice.

3.04 EXERCISE OF VOTING RIGHTS. In the case of a Separate Interest owned by two (2) or more persons or entities, the voting power shall be exercised by only one of them. If only one (1) of several Owners of a Separate Interest is present at a meeting of the Association, that Owner is entitled to cast the vote allocated to that Separate Interest. If more than one (1) of the Owners are present, the vote allocated to that Separate Interest may be cast only in accordance with the agreement of a majority in interest of the Owners of that Separate Interest. There shall be deemed to be a majority agreement among several Owners of a Separate Interest if any one of the Owners casts the vote allocated to that Separate Interest without protest made promptly to the person presiding over the meeting by any of the other Owners of the Separate Interest. In the event there is no such protest, it will be conclusively presumed for all purposes that the Owner who cast the vote for a particular Separate Interest was acting with the authority and consent of all other Owners of the same Separate Interest.

ARTICLE FOUR MEETINGS OF MEMBERS

4.01 QUORUM. The presence at any meeting of the Members having twenty percent (20%) of the then total voting power of the Association shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the Members at which a quorum is present upon the affirmative vote of a majority of the total voting power present at such a meeting in person or by proxy. If any meeting cannot be held because a quorum is not present, the Members present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting without further notice to a time of not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which time the quorum requirement shall be at least fifteen percent (15%) of the total votes.

4.02 ANNUAL MEETING. There shall be an annual meeting of the Members held not later than the earlier of (a) sixty (60) days after the closing of the sale of the Separate Interest which represents the twenty-fifth percentile interest in the total number of Separate Interests in the Project, or (b) one year after the date of the filing of the Articles of Incorporation of the Association with the Secretary of State of Nevada and in the same month of each year thereafter upon the Project or at such other reasonable place within Washoe County, State of Nevada, as may be designated by written notice of the Board delivered to the Members not less than ten (10) nor more than sixty (60) days prior to the date fixed for such meeting.

4.03 SPECIAL MEETINGS. Special meetings of the Members may be called by the President of the Association, a majority of the Board or by Members having five percent (5%) or more of the votes in the Association. The demand by the Members must state the purpose for the meeting. The Members making the demand on the Association must sign, date and deliver their demand to the president or the treasurer of the Association. The Association must then immediately give notice of a special meeting of the Members.

4.04 RECORD DATE FOR MEMBERS. For the purpose of determining Members entitled to notice of or to vote at any meeting or at any adjournment thereof, the Board may fix, in advance, a date as a record date for any such determination of Members. Such record date shall not be more than sixty (60) or less than ten (10) days before the date of such meeting.

4.05 ACTION BY CONSENT. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting of the Members if a written consent thereto is signed by Members holding at least a majority of the voting power of the Association, except that if a greater proportion of the voting power is required for such an action at a meeting, then that proportion of written consents is required.

ARTICLE FIVE NOTICES

5.01 METHOD FOR GIVING NOTICE. Any notice permitted or required to be delivered by the terms of these Bylaws may be delivered either by hand delivery or by mail. If delivery is by mail, it must be directed to the Member at the mailing address of each Separate Interest or to any other mailing address designated in writing by a Member, and upon the mailing of any notice, the service thereof is complete and the time of the notice begins to run from the date on which such notice is deposited in the mail for transmission to the Member. The address of any Member may be changed on the records of the Association from time to time by notice in writing to the Secretary. The notice of any meeting shall be in writing and shall be signed by the President or the Secretary of the Association or by such other persons as may be designated by the Board of Directors. The notice of any meeting of Members must state the time and place of the meeting and the items on the agenda including the general nature of any proposed amendment to the Declaration or these Bylaws, any budgetary changes or any proposal to remove an officer of the Association or any member of the Board.

5.02 WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE SIX
NOMINATION, ELECTION, TENURE, MEETINGS,
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.01 EXERCISE OF POWERS OF ASSOCIATION. The powers of the Association shall be vested in, exercised by, and under the authority of, and the affairs of the Association shall be managed and controlled by the Board. The Association shall have seven (7) directors. At the initial annual meeting of the Association, two-thirds (2/3rds) of the members of the Board elected at such meeting shall be elected to serve for two (2) year terms, and the remaining members for one (1) year terms; and upon the expiration of such terms, the members of the Board elected to fill such vacancies shall serve for like terms. Subject to the right of the Declarant to appoint the Board in accordance with the Declaration, the Articles and these Bylaws, the exact number of directors shall be set by the Members of the Association at any regular or special meeting. The members of the Board, except for the members of the Board appointed by Declarant in accordance with these Bylaws, the Declaration and the Articles, and the first Board named in the Articles of Incorporation, shall be Members of the Association. The following described persons may serve on the Board as representatives of Members which are not natural persons: one officer or director of a corporation which is a Member, one general partner of a partnership which is a Member, one trustee or beneficiary of a trust which is a Member and one personal representative of an estate which is a Member. In all events where the person serving or offering to serve as an officer of the Association or a member of the Board is not the record owner of a Separate Interest, he shall file proof of authority in the records of the Association.

6.02 POWERS AND DUTIES OF DIRECTORS. The Board shall have:

(a) The power to exercise for the Association all powers, duties and authority vested in the Association and not reserved to the Members by other provisions of these Bylaws, the Articles, the Declaration, or Chapters 82 or 116 of the Nevada Revised Statutes.

(b) The powers and duties specifically conferred upon it by Chapter 82 and Section 116.3102 of the Nevada Revised Statutes, the Articles, these Bylaws and the Declaration.

(c) All other powers and duties necessary for the administration of the affairs of the Association and for the enforcement of the provisions of the Articles, these Bylaws and the Declaration.

6.03 NOMINATION AND ELECTION OF DIRECTORS. Subject to the right of the Declarant to appoint the Board in accordance with these Bylaws, the Declaration, and the Articles, nominations for election to the Board shall be made by a nominating committee which may be comprised of all or a portion of the Board. Nominations may also be made from the floor at the annual meeting or special meeting, as the case may be. The nominating committee shall consist of a chairman, who shall be a member of the Board, and two (2) or more Members of the Association. The nominating committee shall be appointed by the Board prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting. The nominating committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the

number of vacancies there are to be filled.

6.04 ELECTION. Subject to the right of the Declarant to appoint the Board in accordance with these Bylaws, the Declaration, and the Articles, and unless elected by written consent in accordance with Section 4.05 hereof, the directors of the corporation shall be elected at the annual meeting of the Members, except as provided in Section 6.05 hereof and in Article Eight of the Articles of Incorporation, and each director elected shall hold office until his successor shall have been elected and qualified. Subject to the right of the Declarant to appoint the Board in accordance with these Bylaws, the Declaration, and the Articles, the directors shall be chosen by a plurality of the votes cast at the election for such directors to be held in accordance with the Articles and these Bylaws. Subject to the right of the Declarant to appoint the Board in accordance with these Bylaws, the Declaration, and the Articles, if for any reason a director shall not be elected at the annual meeting of Members, they may be elected at any special meeting of the Members called and held for that purpose.

6.05 VACANCIES RESULTING FROM RESIGNATION OR DEATH. Vacancies in the Board, including those caused by an increase in the number of directors or the removal of a director, may be filled by a majority vote of the directors in office, though less than a quorum, and the directors so chosen shall hold office until the next annual meeting of Members.

6.06 REMOVAL BY MEMBERS. The Members by a two-thirds (2/3rds) vote of the then total voting power of the Association may remove any Member of the Board, with or without cause, other than a member of the Board appointed by Declarant.

6.07 PLACE OF MEETINGS. The Board may hold meetings, both regular and special, upon the Property or at any other reasonable place within Washoe County, State of Nevada.

6.08 COMPENSATION OF DIRECTORS. No director shall receive compensation for any services he may render to the Association; however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

6.09 ACTION TAKEN WITHOUT A MEETING. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, before or after the action, a written consent thereto is signed by a majority of the members of the Board. If the vote of a greater proportion of the directors is required for an action, then the greater proportion of written consents is required. Such written consent must be filed with the minutes of the proceedings of the Board.

6.10 ANNUAL MEETING. The first meeting of each newly elected Board shall be held at such time and place as shall be fixed by a vote of the Members at the annual meeting of the Members and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present. In the event of the failure of the Members to fix the time or place of such first meeting of the newly elected Board or in the event that such meeting is not held at the time and place so fixed by the Members, the meeting may be held at such time and place as shall be specified in the notice given as

hereinafter provided for special meetings of the Board or as shall be specified in a written waiver signed by all of the directors. The Board shall meet not less than quarterly.

6.11 SPECIAL MEETING OF DIRECTORS. Special meetings of the Board may be called by the President on three (3) days' notice to each director. Special meetings of the directors shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) or more directors.

6.12 QUORUM IN VOTING. A majority of the Members of the Board at a meeting duly assembled is necessary to constitute a quorum, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

6.13 WAIVER OF NOTICE. Before or at any meeting of the Board, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice.

6.14 RECORD. The Board shall cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members.

6.15 DELEGATION OF AUTHORITY OF BOARD. The Board may delegate only those of its powers to other persons or a managing agent as are specifically provided for in the Declaration.

ARTICLE SEVEN OFFICERS

7.01 DESIGNATION. The principal officers of the Association shall be a president, vice president, a secretary and a treasurer, all of whom shall be elected by and from the Board. The directors may appoint an assistant secretary-treasurer or such other officers as in their judgment may be necessary.

7.02 ELECTION OF OFFICERS. Except as otherwise provided in this Section 7.02, the officers of the Association shall be elected annually by the Board at the organizational meeting of each new Board and shall hold office at the pleasure of the Board. The directors named in the Articles shall elect officers to serve until the first annual meeting of Members. The directors elected at such annual meeting shall elect officers to serve until the annual meeting of the directors or until their successors shall be elected and qualified.

7.03 REMOVAL OF OFFICERS. Upon affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause, and his successor elected at any special meeting of the Board called for such purpose.

7.04 PRESIDENT. The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board. He shall have all the general powers and duties which are usually vested in the office

of president of an association, including, but not limited to, the power to appoint committees from among the Owners from time to time as he may in his discretion decide are appropriate to assist in the conduct of the affairs of the Association. The president shall execute all leases, deeds of trust, deeds and other written instruments and shall co-sign all checks and promissory notes on behalf of the Association unless others are so authorized by resolution of the Board.

7.05 VICE PRESIDENT. The vice president shall take the place of the president and perform his duties whenever the president shall be absent or unable to act. If neither the president nor the vice president is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The vice president shall also perform such other duties as from time to time shall be imposed upon him by the Board.

7.06 SECRETARY. The secretary shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Association; he shall have charge of such books and papers as the Board may direct; and he shall, in general, perform all the duties incident to the office of secretary.

7.07 TREASURER. The treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and books belonging to the Association. He shall be responsible for the deposit of all monies and valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board. The treasurer shall co-sign all checks and promissory notes on behalf of the Association unless others are so authorized by resolution of the Board.

7.08 EXECUTION OF AMENDMENTS TO DECLARATION. The president, the secretary and the treasurer of the Association, or any one of them, may prepare or cause to be prepared, and shall execute, certify and record amendments to the Declaration on behalf of the Association.

ARTICLE EIGHT AMENDMENT TO BYLAWS

8.01 AMENDMENT. These Bylaws may be amended at any regular or special meeting of the Members by a vote of a majority of the Members or by the written consent of a majority of the Members.

ARTICLE NINE RECORDS TO BE MAINTAINED BY THE ASSOCIATION

9.01 The Association shall keep a copy of the following records at its registered office:

- (a) A copy, certified by the Secretary of State, of the Articles of Incorporation of the Association and all amendments thereto;
- (b) A copy, certified by an officer of the Association, of the Bylaws of the Association and all amendments thereto;
- (c) A Members' ledger or a duplicate Members' ledger, revised

annually, containing the names, arranged by Separate Interest address, of all persons who are members of the Association, showing their places of residence, if known, or, in lieu of the Members' ledger or duplicate Members' ledger specified above, a statement setting out the name of the custodian of the Members' ledger or duplicate Members' ledger, and the present and complete post office address, including street and number, if any, where the Members' ledger or duplicate Members' ledger specified in this Article Nine is kept.

(d) The Association must maintain the records required by subsections a, b and c in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE TEN
INDEMNIFICATION

When a member of the Board is sued for liability for actions undertaken in his role as a member of the Board, the Association shall indemnify him for his losses or claims, and undertake all costs of defense, until and unless it is proven that he acted with willful or wanton misfeasance or with gross negligence. After such proof the Association is no longer liable for the cost of defense, and may recover costs already expended from the member of the Board who so acted. Members of the Board are not personally liable to the victims of crimes occurring on the Property.

Adopted by the Association on June 17, 1996.

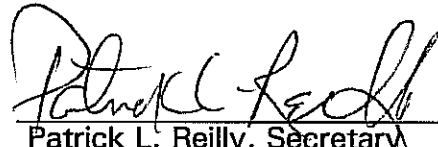

Patrick L. Reilly, Secretary

CERTIFICATE OF SECRETARY

I, the undersigned, do certify:

That I am the duly elected, qualified and acting Secretary of DOUBLE DIAMOND RANCH MASTER ASSOCIATION and that the above and foregoing Bylaws comprising eleven (11) pages, including this page, were adopted as the Bylaws of the Association by the Directors by unanimous written consent on the 17th day of June, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of June, 1996.


Patrick L. Reilly, Secretary

CONSENT OF MEMBERS

The undersigned, constituting members of Double Diamond Ranch Master Association, a Nevada nonprofit corporation, representing a majority of the votes of such Association, hereby consent, pursuant to NRS 82.276, to the adoption of the Bylaws in the form of Exhibit "A" attached hereto and made a part hereof by reference, as the Bylaws of Double Diamond Ranch Master Association.

Member

1. Double Diamond Ranch, L.L.C.,
a Delaware limited liability company

By: 

Kreg D. Rowe

Its: Managing Member

Dated: June 17, 1996

UNANIMOUS WRITTEN CONSENT OF DIRECTORS OF
DOUBLE DIAMOND RANCH MASTER ASSOCIATION
A Nevada Corporation


The undersigned, being all of the members of the Board of Directors of Double Diamond Ranch Master Association, a Nevada nonprofit corporation (the "Association"), do hereby unanimously consent, in writing, pursuant to NRS 82.271, to the adoption of the following resolution:

RESOLVED: That the following persons are appointed as officers of the Association to serve at the pleasure of the Board of Directors:

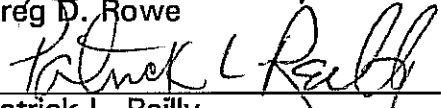
Kreg D. Rowe	President
Patrick L. Reilly	Secretary
David Hasmeyer	Treasurer

RESOLVED: That the Bylaws in the form of **Exhibit "A"** attached hereto and made a part hereof by reference are hereby adopted as the Bylaws of the Association.

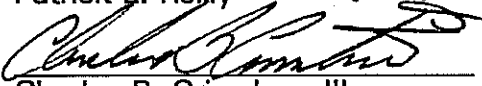
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the 17th day of June, 1996.



Kreg D. Rowe



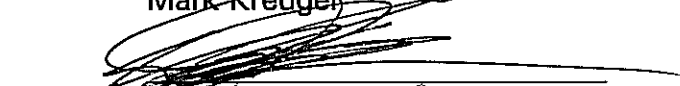
Patrick L. Reilly



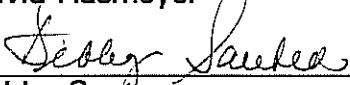
Charles B. Grimshaw III



Mark Kreuger



David Hasmeyer



Debby Sauter



Cherie Johnson