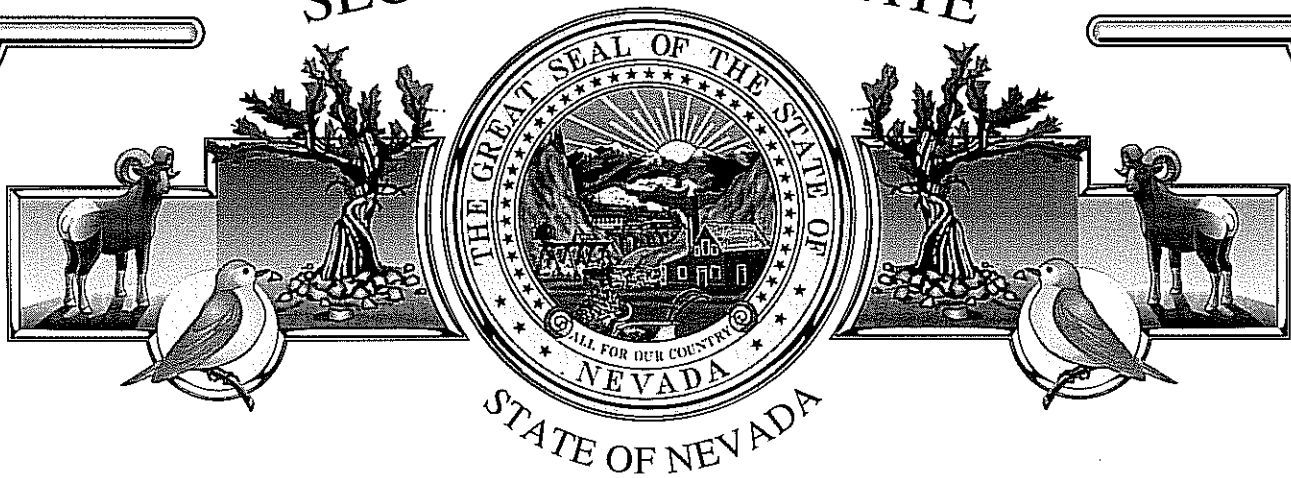


SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **DOUBLE DIAMOND RANCH MASTER ASSOCIATION** did on **OCTOBER 9, 1996** 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 **October 10, 1996**.



Dean Heller

Secretary of State

By *Amelia Pestana*
Certification Clerk

FF 2570*

OCT 09 1996

ARTICLES OF INCORPORATION
OF
DOUBLE DIAMOND RANCH MASTER ASSOCIATION

DEAN HELLER SECRETARY OF STATE

No. C 21125-96

We, the undersigned, do hereby associate together for the purpose of forming a nonprofit corporation, pursuant to Chapter 82 of the Nevada Revised Statutes, and certify as follows:

ARTICLE ONE
NAME

The name of the corporation shall be "DOUBLE DIAMOND RANCH MASTER ASSOCIATION", hereinafter called the "Association".

ARTICLE TWO
DEFINITIONS

1. "Declaration" means the Master Declaration of Covenants, Restrictions and Easements for Double Diamond Ranch, recorded on June 17, 1996 in Book 4599PG0744, as Document No. 2004353, Official Records, Washoe County, Nevada, as amended from time to time.

2. Other capitalized terms not defined herein shall have the same meanings as set forth in the Declaration when used in these Articles of Incorporation.

ARTICLE THREE
NONPROFIT CORPORATION

The Association is a nonprofit corporation.

ARTICLE FOUR
PURPOSES

The purpose for which the Association is formed is to provide for the care and maintenance of Association Property and for these purposes to:

1. Exercise all of the powers and privileges and to perform all duties and obligations of the Association arising from the Declaration, and any other covenants, conditions and restrictions applicable to the Property, and any amendments thereto;

2. Subject to such limitations as are set forth in these Articles, the Bylaws and the Declaration, to have and exercise all rights, powers and privileges which a non-profit corporation organized under Chapter 82 of the Nevada Revised Statutes may now or hereafter have or exercise and all powers provided for in Section 116.3102 of the Nevada Revised Statutes.

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ARTICLE FIVE
PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT

The principal place where the business of the Association shall be transacted and carried on, will be at 601 West Moana Lane, Suite 1, Reno, Nevada 89509. The initial resident agent of the Association is Kreg D. Rowe and the address of the registered agent where service of process may be served and the address of the registered office of the Association shall be at 601 West Moana Lane, Suite 1, Reno, Nevada 89509.

ARTICLE SIX
TERM

The term for which the Association shall exist shall be perpetual.

ARTICLE SEVEN
MEMBERSHIP

The Association is not authorized to have and shall not issue any capital stock. The Members of the Association shall be the Owners of the Separate Interests. The Owner(s) 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 Property.

ARTICLE EIGHT
BOARD OF DIRECTORS

The Association shall have seven (7) directors, all of whom must be at least eighteen (18) years of age. Except as otherwise provided in Section 10.2 hereof, the exact number of directors shall be set by the Members of the Association at any annual or special meeting. Except for the members of the Board appointed by Declarant in accordance with these Articles, the Declaration and the Bylaws and the first Board named in these Articles of Incorporation, all members of the Board 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 member of the Board is not the record Owner, such person shall file proof of his or her authority in the records of the Association.

ARTICLE NINE
FIRST BOARD OF DIRECTORS

The members of the first Board of the Association named herein shall serve until the first annual meeting of the Members of the Association is called for the purpose of electing their successors. The first annual meeting of the Members of the Association shall be held not later than the earlier of (a) forty-five (45) days after the closing of the sale of the Separate Interest which represents the fifty-first percentile interest in the total number of Separate Interests in the Property, or (b) one (1) year after the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Nevada. Such meeting shall be called, noticed and conducted in accordance with these Articles and the Bylaws of the Association. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Declarant shall have the right to appoint and remove the Board in the manner and to the extent provided for in Section 10.2 hereof. The names and addresses of those selected to act as directors of the Association until the first annual meeting of the Members of the Association or until their successors shall have been elected and have accepted office are:

Kreg D. Rowe
c/o Double Diamond Ranch
601 West Moana Lane, Suite 1
Reno, Nevada 89509

Patrick Reilly
c/o Double Diamond Ranch
601 West Moana Lane, Suite 1
Reno, Nevada 89509

Charles B. Grimshaw III
c/o Double Diamond Ranch
601 West Moana Lane, Suite 1
Reno, Nevada 89509

Mark Kreuger
c/o Double Diamond Ranch
601 West Moana Lane, Suite 1
Reno, Nevada 89509

David Hasemeyer
c/o Double Diamond Ranch
601 West Moana Lane, Suite 1
Reno, Nevada 89509

Debby Sauter
c/o Double Diamond Ranch
601 West Moana Lane, Suite 1
Reno, Nevada 89509

Cherie Johnson
c/o Double Diamond Ranch
601 West Moana Lane, Suite 1
Reno, Nevada 89509

ARTICLE TEN
PROPERTY RIGHTS AND INTERESTS AND VOTING RIGHTS

10.1. Property Rights of Members. The property rights and interests of the Members of the Association shall be equal.

10.2. Voting.

(a) General. Except as otherwise provided in subsections (b) and (c) of this Section 10.2, each Member shall be entitled to one vote for each Separate Interest owned by such Member; provided, however, that no vote allocated to a Separate Interest owned by the Association may be cast.

(b) Appointment and Removal of Members of Board and Officers of Association. Subject to the provisions of subsection (c) of this Section 10.2, Declarant has reserved the right and shall have 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 that 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 the 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 these Articles and 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 Interest equal to twenty-five percent (25%) of the total number of Separate Interests which may be created in the Properties, including the 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 within 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 Members shall elect a Board of at least seven (7) members, at least a majority of whom must be Owners.

ARTICLE ELEVEN
RIGHTS AND OBLIGATIONS OF MEMBERS

Other property rights, voting rights, to include the manner in which votes shall be cast, and other rights and privileges of the Members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws and the Declaration.

ARTICLE TWELVE
AMENDMENT OF ARTICLES OF INCORPORATION

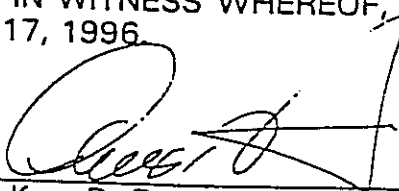
These Articles of Incorporation may be amended only by the vote or written consent of members entitled to exercise at least two-thirds (2/3 rd.) of the voting power of the Association.

ARTICLE THIRTEEN

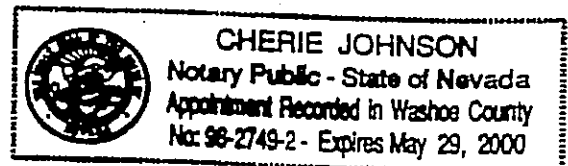
The name and address of the incorporator of the Association, whose signature appears below, is as follows:

Kreg D. Rowe
601 West Moana Lane, Suite 1
Reno, Nevada 89509

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



Kreg D. Rowe



NEVADA ALL-PURPOSE ACKNOWLEDGMENT

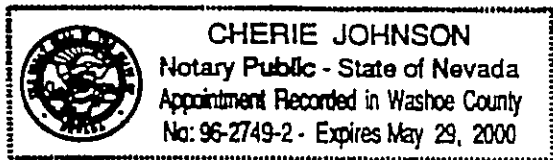
State of NEVADA
County of WASHOE

On June 17th, 1996 before me, Cherie Johnson, Notary Public
NAME, TITLE OF OFFICER

personally appeared Kreg D. Rowe
NAME OF SIGNER

Personally known to me - OR -

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Cherie Johnson
(SIGNATURE OF NOTARY)

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER
- _____ TITLE(S)
- PARTNER(S) LIMITED GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

SIGNER OTHER THAN NAMED ABOVE