



ARTICLES OF INCORPORATION

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NOV 07 1997

C24781-97

No. Dean Heller Name

DEAN HELLER, SECRETARY OF STATE

The name of the corporation is Job's Peak Ranch Community Association, Inc.
(the "Association").

Article I
Name

Article II
Duration

2.1 Duration

The Association shall have perpetual duration.

Article III
Purposes and Powers

The Association is a nonprofit corporation organized under Chapter 82, Nevada Revised Statutes. 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.

3.1 Purposes. By way of explanation and not by way of limitation, the purposes for which it is formed are:

(a) To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Job's Peak Ranch (hereinafter the "Declaration"), recorded or to be recorded by Five Creek, L.L.C., a Nevada limited liability company ("Declarant"), in the public records of Douglas County, Nevada, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the by-laws of Job's Peak Ranch Community Association, Inc. ("By-Laws") and as provided by law; and

(b) To provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

3.2 Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(a) 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;

(b) 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 By-Laws, or the Declaration, including, without limitation, the following:

(i) To fix and to collect assessments or other charges to be levied against the owners of property subjected to the Declaration;

- (ii) 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;
- (iii) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;
- (iv) To engage in activities, which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;
- (v) 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 By-Laws;
- (vi) To borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or the By-Laws;
- (vii) 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;
- (viii) 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;
- (ix) To adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and
- (x) To provide any and all supplemental services as may be necessary or proper.

3.3 Enumeration

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 IV Association Membership

4.1 Membership

The Declarant, for such period as is set forth in the Declaration, and every person or entity who is a record owner of a lot 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 the lot-

giving rise to such membership. The rights and privileges of membership shall be as set forth in the Declaration and the By-Laws.

Article V
Board of Directors

5.1 Governing Board; Composition

A Board of at least (3) three and no more than (5) five directors shall manage the affairs of the Association. The names and addresses of the persons who are to act in the capacity of the first board of directors who shall serve until their successors have been elected and have accepted office are:

Mr. Cole S. Smith
2410 Park Place, Suite D
Minden, Nevada 89423
(702) 782-5100 ~ fax 782-5180

Mr. Raymond M. Smith
Post Office Box 1195
Minden, Nevada 89423
(702) 782-7544 ~ fax 782-7544

Mr. Kim B. Epstein
1582 Saratoga Court
Minden, Nevada 89423
(702) 782-5102 ~ fax 782-5180

5.2 Number, Term and Election

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

5.3 Liability

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 VI
Miscellaneous

6.1 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.

6.2 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 eighty percent (80%) of the total Association vote, and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. No amendment of these Articles shall be in conflict with the Declaration.

6.3 Resident Agent and Office

The initial resident agent of the Association shall be Cole S. Smith, whose street address is 2241 Park Place, Minden, Nevada 89423.

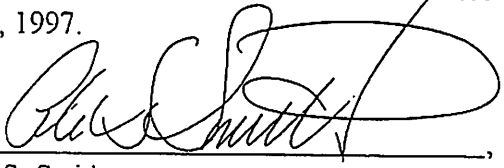
6.4 Incorporator

The name of the incorporator is Cole S. Smith, and such incorporator's mailing address is P. O. Box 2410, Minden, Nevada, 89423.

6.5 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 require a different meaning.

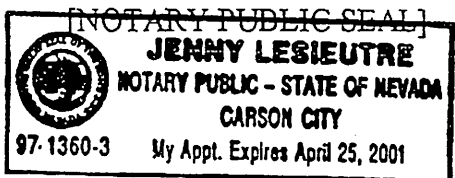
IN WITNESS WHEREOF, for the forming of this nonprofit corporation without stock under the laws of the State of Nevada, the undersigned incorporator of this Association has executed these Articles of Incorporation, this 26th day of September, 1997.

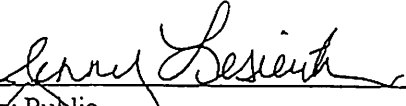

_____, Incorporator
Cole S. Smith

State of Nevada
County of Carson City

On this 26th day of September, 1997, before me, a Notary Public, in and for the State of Nevada, personally appeared COLE S. SMITH, known and proved to me to be the person whose name is subscribed to the above instrument as INCORPORATOR, who being by me first duly sworn, acknowledged that he executed the said instrument for the use and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.





Notary Public

NOV 07 1997 CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT

No. C24781-97

Dean Heller
DEAN HELLER, SECRETARY OF STATE

In the matter of JOB'S PEAK RANCH COMMUNITY ASSOCIATION, INC., a Nevada corporation, COLE S. SMITH, a natural person, hereby certifies that on the 26th day of September, 1997, he accepted the appointment as RESIDENT AGENT of the above-entitled corporation in accordance with NRS 82.081.

Furthermore, the mailing address of the above stated RESIDENT AGENT is located at P. O. Box 2410, in the City of Minden, County of Douglas, State of Nevada, 89423.

Cole S. Smith

Cole S. Smith

State of Nevada
County of Carson City

On this 26th day of September, 1997, before me, a Notary Public, in and for said county and state, personally appeared COLE S. SMITH, known and proved to me to be the person whose name is subscribed to the above instrument as INCORPORATOR, who being by me first duly sworn, acknowledged that he executed the said instrument for the use and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

[NOTARY PUBLIC SEAL]

Jenny Lesieutre

Notary Public

