

ARTICLES OF INCORPORATION
MERIDIAN BUSINESS PARK ASSOCIATION, INC.

ARTICLE I

NAME

The name of this corporation is MERIDIAN BUSINESS PARK ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The post office address of the corporation's principal office is 303 East Proctor Street, Carson City, Nevada 89701.

ARTICLE III

DURATION

The period of the duration of this corporation is fifty (50) years from the date of incorporation.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

This corporation does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the parcels within that certain real property located in the County of Douglas, State of Nevada, consisting of one hundred sixteen (116) acres more particularly described on Exhibit "A", attached hereto and incorporated herein by reference, and to promote the welfare of the property owners within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of this association, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the office of the county recorder of Douglas County, Nevada, and

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as the same may be amended from time to time as therein provided; said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect, and enforce the payment by any lawful means, all charges or assessments pursuant to the terms of the declaration, to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the voting interest;

(e) Have and to exercise any and all powers, rights, and privileges which the corporation organized under the non-profit corporation laws of the State of Nevada by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any acre in any parcel which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association, as more specifically set forth in the Declaration. The foregoing is not intended to include persons or entities 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 parcel which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of Declarant (as defined in the Declaration), and

shall be entitled to one vote for each acre owned, in accordance with the formula more specifically set forth in the Declaration, i.e., in determining the number of votes an Owner is entitled to based upon the acreage in his parcel, the size of such parcel shall be rounded to the nearest acre; however, when the size of such parcel cannot be rounded to the nearest acre because of ownership of exactly one-half acre, the owner shall, nonetheless, be entitled to one vote for such one-half acre owned.

Class B. Class B members shall be declarant and shall be entitled to three (3) votes for each acre owned, as more specifically set forth in the Declaration. The Class B membership shall cease and be converted to Class A membership on the happening of the earliest of the following:

- (1) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (2) When declarant waives in writing its right to Class B membership.

ARTICLE VII

AMENDMENT

Amendment to these Articles of Incorporation shall require

(a) the assent (by vote or written consent) of members representing seventy-five percent (75%) or more of the voting power of members of this corporation, together with

(b) a resolution to amend, adopted by at least a bare majority of the Board of Directors; provided, however, that after conversion of the Class B membership to Class A membership, amendment to these Articles of Incorporation shall require (1) the assent (by vote or written consent) of seventy-five percent (75%) or more of the total voting power of members of this corporation; and (2) seventy-five percent (75%) or more of the voting power of members of this corporation other than declarant (as defined in the Declaration), and

(c) a resolution to amend, adopted by at least by a bare majority of the Board of Directors.

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ARTICLE VIII

BOARD OF DIRECTORS

The number of directors shall not be less than three (3), whose names and addresses are listed hereinbelow:

<u>Name</u>	<u>Address</u>
William R. Tomerlin	P.O. Box 1048 Gardnerville, Nevada 89410
Marsha Tomerlin	P.O. Box 1048 Gardnerville, Nevada 89410
Robert Ford	1187 Cary Creek Road Gardnerville, Nevada 89410

ARTICLE IX

INITIAL AGENT

The name and address in this state of the corporation's initial agent for service of process is:

William R. Tomerlin	P.O. Box 1048 Gardnerville, Nevada 89410
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ARTICLE X

INCORPORATORS

The names and post office addresses of each of the incorporators are:

William R. Tomerlin	P.O. Box 1048 Gardnerville, Nevada 89410
Marsha Tomerlin	P.O. Box 1048 Gardnerville, Nevada 89410
Robert Ford	1187 Cary Creek Road Gardnerville, Nevada 89410

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this _____ day of _____, 1989.

William R. Tomerlin
WILLIAM R. TOMERLIN

Robert Ford
ROBERT FORD

Marsha L. Tomerlin
MARSHA TOMERLIN

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STATE OF NEVADA)
County of DOUGLAS) : SS

On this 10 day of MARCH, 1989, before me, the undersigned Notary Public in and for said County and State, personally appeared WILLIAM R. TOMERLIN, known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that he did so voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

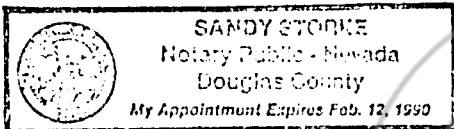


Sandy Storke
NOTARY PUBLIC

STATE OF NEVADA)
County of DOUGLAS) : SS

On this 10 day of MARCH, 1989, before me, the undersigned Notary Public in and for said County and State, personally appeared MARSHA TOMERLIN, known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that she did so voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

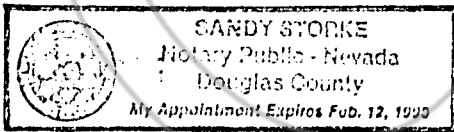


Sandy Storke
NOTARY PUBLIC

STATE OF NEVADA)
County of DOUGLAS) : SS

On this 10 day of MARCH, 1989, before me, the undersigned Notary Public in and for said County and State, personally appeared ROBERT FORD, known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that he did so voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.



Sandy Storke
NOTARY PUBLIC

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COPY

REQUESTED BY
Bill Tomerlin
IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA

'89 MAR 10 P2:23

SUZANNE BEAUREAU
RECORDER

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RECORDED

MAR 10 1989

