

CERTIFICATION OF DIRECTORS

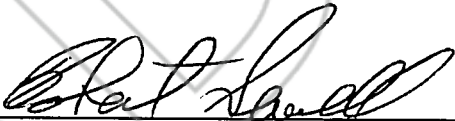
OF

WALLEY'S PROPERTY OWNERS ASSOCIATION


We, being all the directors of WALLEY'S PROPERTY OWNERS ASSOCIATION, a Nevada nonprofit corporation, hereby certify that the First Amended and Restated Declaration of Timeshare Covenants, Conditions and Restrictions for DAVID WALLEY'S RESORT as set forth in the document herewith recorded was assented to in writing by in excess of fifty percent (50%) of the total votes eligible to be voted by the members without the vote of the Declarant and was assented to by the Declarant.

DATED April 19, 1999.

WALLEY'S PROPERTY OWNERS ASSOCIATION,
a Nevada nonprofit corporation

By: 
ROBERT SEWELL, Director

By: 
ROBERT DUNBAR, Director

By: 
DAN GARRISON, Director

STATE OF NEVADA)
COUNTY OF Douglas) : ss.

On April 19, 1999, personally appeared before me, a notary public, ROBERT SEWELL, personally known (or proved) to me to be the person whose name is

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subscribed to the foregoing Certification of Directors, who acknowledged to me that he executed the foregoing document.

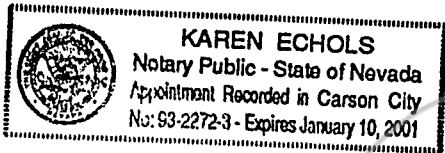
Karen Echols
NOTARY PUBLIC



STATE OF NEVADA)
COUNTY OF Douglas) ss.

On April 19, 1999, personally appeared before me, a notary public, ROBERT DUNBAR, personally known (or proved) to me to be the person whose name is subscribed to the foregoing Certification of Directors, who acknowledged to me that he executed the foregoing document.

Karen Echols
NOTARY PUBLIC



STATE OF NEVADA)
COUNTY OF Douglas) ss.

On April 19, 1999, personally appeared before me, a notary public, DAN GARRISON, personally known (or proved) to me to be the person whose name is subscribed to the foregoing Certification of Directors, who acknowledged to me that he executed the foregoing document.

Karen Echols
NOTARY PUBLIC



REQUESTED BY
STEWART TITLE of DOUGLAS COUNTY
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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LINDA SLATER
RECORDER

\$ 9.00 PAID KJ DEPUTY