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CERTIFICATION OF DIRECTORS  
OF  
WALLEY'S PROPERTY OWNERS ASSOCIATION,  
CERTIFICATION OF DECLARANT

We, being all the directors of WALLEY'S PROPERTY OWNERS ASSOCIATION, a Nevada nonprofit corporation ("Association"), and the Declarant, WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership ("Declarant"), hereby certify that the Second Amended and Restated Declaration of Timeshare Covenants, Conditions and Restrictions for DAVID WALLEY'S RESORT as set forth in the document herewith recorded is being amended by the Declarant pursuant to 9.1(b) of the First Amended and Restated Declaration of Timeshare Covenants, Conditions and Restrictions with the consent of the Association.

DATED: January 25, 2000.

WALLEY'S PARTNERS LIMITED PARTNERSHIP, a Nevada limited partnership

By: QUINTUS RESORTS, LLC, Manager

By: SIERRA RESORTS GROUP, L.L.C., Manager

By: *Robert W. Dunbar*  
ROBERT W. DUNBAR, Manager

WALLEY'S PROPERTY OWNERS ASSOCIATION, a Nevada nonprofit corporation

By: *C. Robert Sewell*  
C. ROBERT SEWELL, Director

By: *Robert W. Dunbar*  
ROBERT W. DUNBAR, Director

By: *Dan Garrison*  
DAN GARRISON, Director

STATE OF NEVADA )  
 : SS.  
COUNTY OF DOUGLAS )

On JANUARY 25, 2000, personally appeared before me, a notary public, ROBERT W. 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.

Theresa A Drew  
NOTARY PUBLIC

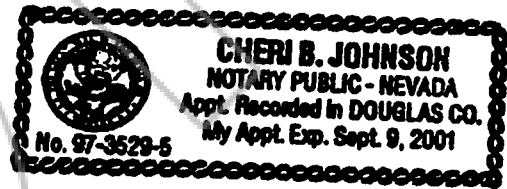
STATE OF NEVADA )  
 : SS.  
COUNTY OF Douglas )



On January 27, 2000, personally appeared before me, a notary public, C. ROBERT SEWELL, 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.

Cheri B Johnson  
NOTARY PUBLIC

STATE OF NEVADA )  
 : SS.  
COUNTY OF DOUGLAS )



On JANUARY 25, 2000, personally appeared before me, a notary public, ROBERT W. 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.

Theresa A Drew  
NOTARY PUBLIC



STATE OF NEVADA )  
 : ss.  
COUNTY OF DOUGLAS )

On JANUARY 25, 2000, 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.

Theresa A Drew  
NOTARY PUBLIC



COPY

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

2000 JAN 28 AM 10: 22

LINDA SLATER  
RECORDER

\$ 9.00 PAID KJ DEPUTY