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WHEN RECORDED PLEASE RETURN TO
✓ Evan Beavers & Associates, P.C.
1650 HWY 395, STE 101
Minden, NV 89423

CERTIFICATE OF AMENDMENT

TO

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

FOR

GENOA LAKE ASSOCIATION

THIS AMENDMENT to the Declaration of Covenants, Conditions and Restrictions ("CC&Rs") for Genoa Lake Association (the "Association") is made this 15th day of April, 2002, with reference to the following facts:

A. The Association's CC&Rs were recorded as Book No. 393, Instrument No. 302138 in the official records of the County Recorder's Office of Douglas County, Nevada on March 16, 1993, and encumbers that certain property as shown on Exhibit "A" attached hereto and incorporated herein by this reference;

B. The Association is a non-profit corporation, subject to Nevada Revised Statute 116 ("NRS 116"). NRS 116 was amended effective October 1, 1999, by Senate Bill 451.

C. The amendments added to NRS 116 by Senate Bill 451 require certain amendments to the Association's governing documents, including, but not limited to, its CC&Rs. Pursuant to the terms of NRS 116, the Board of Directors, without a required vote of the homeowners, has the right to amend the CC&Rs to comply with NRS 116, as amended.

D. The Board of Directors, by a resolution, adopted at a duly called, properly notice Board Meeting approved the following amendments to the CC&Rs to comply with NRS 116, as amended.

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING:

1. Article II, Section 2.04.E of the CC&Rs is hereby deleted in its entirety and replaced with the following:

"E. Proxy Voting. The use of proxies shall be governed by the Association's Bylaws."

2. Article II, Section 2.05 of the CC&Rs is hereby deleted in its entirety and replaced with the following:

"2.05 Meetings of Members. Meetings of Members shall be governed by the Association's Bylaws."

3. The following shall be added to the CC&Rs as Article XI:

**"ARTICLE XI
Reserves**

11.1 The Association shall establish an adequate reserve funded on a reasonable basis, for the repair, replacement or restoration of the major components of the common elements. The reserve may be used only for those purposes, including, without limitation, repairing, replacing and restoring roofs, roads and sidewalks, and must not be used for daily maintenance.

11.2 The Association shall:

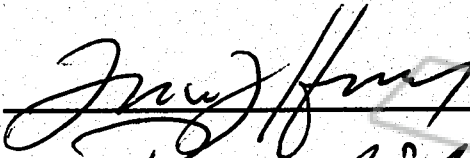
- a. Cause to be conducted at least once every five years, a study of the reserves required to repair, replace and restore the major components of the common elements;
- b. Review the results of that study at least annually to determine if those reserves are sufficient; and
- c. Make any adjustments it deems necessary to maintain the required reserves."

4. Except as the same is hereinabove amended, the CC&Rs, and each and every provision thereof, shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of Genoa Lake Association have executed this Certificate of Amendment to the CC&Rs, as of the date first written above, evidencing the amendments to the CC&Rs contained herein.

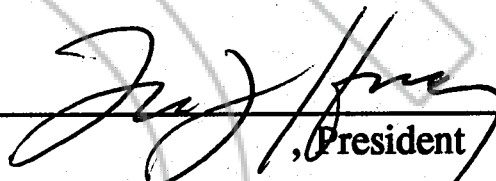
IN WITNESS WHEREOF, the undersigned have executed this Declaration this 15 day of April, 2002 at Genoa, Nevada.

GENOA LAKE ASSOCIATION,
a non-profit, mutual benefit corporation

By:  TED TIFFANY
Its: President

I hereby certify and declare, under penalty of perjury, that the foregoing Amended and Restated Declaration has been approved by the percentage of owners required by the Declaration.

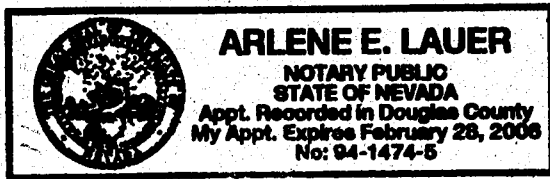
Executed at Genoa, Nevada, on the 15 day of April, 2002.

By: , President TED TIFFANY

STATE OF NEVADA)
) SS.
COUNTY OF DOUGLAS)

On this 15th day of April, 2002, before me, Arlene E. Lauer,
a Notary Public, State of Nevada, duly commissioned and sworn, personally appeared
Ted Tiffany, personally known to me (or proved to me on the basis
of satisfactory evidence) to be the person who executed the within instrument as President (or
Secretary) or on behalf of the corporation therein named, and acknowledged to me that the
corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal in the County of Douglas, the day and year in this certificate above written.



Arlene E. Lauer
Notary Public
State of Nevada

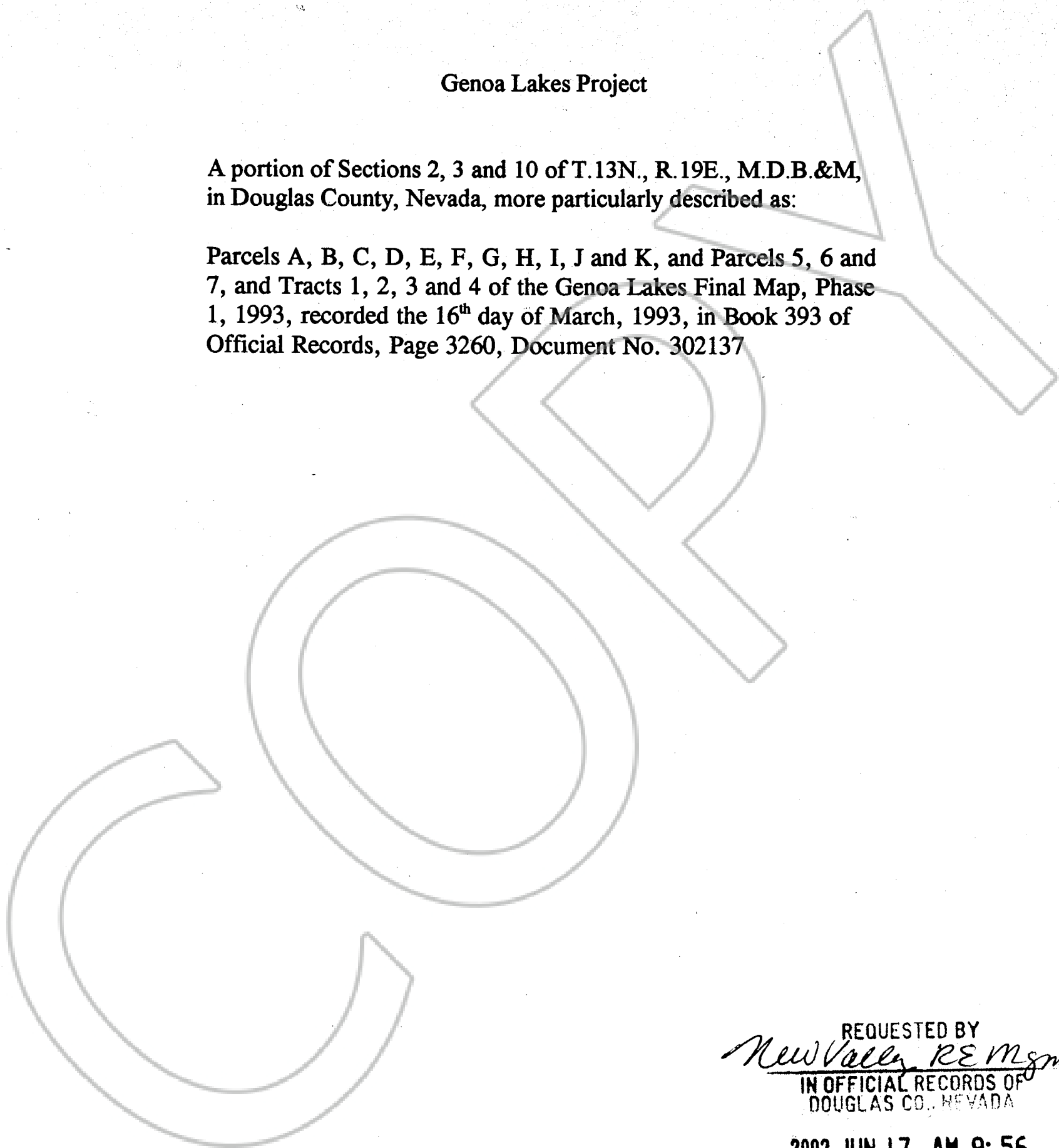
EXHIBIT "A"

Legal Description

Genoa Lakes Project

A portion of Sections 2, 3 and 10 of T.13N., R.19E., M.D.B.&M,
in Douglas County, Nevada, more particularly described as:

Parcels A, B, C, D, E, F, G, H, I, J and K, and Parcels 5, 6 and
7, and Tracts 1, 2, 3 and 4 of the Genoa Lakes Final Map, Phase
1, 1993, recorded the 16th day of March, 1993, in Book 393 of
Official Records, Page 3260, Document No. 302137



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REQUESTED BY
New Valley RE Mgmt
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2002 JUN 17 AM 9:56

LINDA SLATER
RECORDER

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