

20000307
.00911

EXHIBIT "A"

ORIGINAL PROPERTY

ALL THAT REAL PROPERTY SITUATED IN THE COUNTY OF CLARK, STATE OF NEVADA,
DESCRIBED AS FOLLOWS:

Lot Thirteen (13) in Block One (1), as shown by final map of **CONQUISTADOR/TOMPKINS - UNIT 1**, on file in **Book 92** of Plats, **Page 68**, Office of the County Recorder, Clark County, Nevada; TOGETHER WITH a non-exclusive easement of ingress, egress, and enjoyment of Common Elements of the Properties (as said terms are defined and egress over and across the entry area and private streets of NAPLES, and a non-exclusive easement of use and enjoyment of the Common Elements thereof (subject to and as set forth in the foregoing Declaration, as the same from time to time may be amended and/or supplemented by instrument recorded in the Office of the County Recorder of Clark County, Nevada).

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EXHIBIT "B"

ANNEXABLE AREA

[ALL, OR ANY PORTIONS FROM TIME TO TIME MAY, BUT NEED NOT NECESSARILY, BE ANNEXED BY DECLARANT TO THE PROPERTIES]

PARCEL 1:

All of the real property as shown by final map of **CONQUISTADOR/TOMPKINS - UNIT 1**, on file in **Book 92** of Plats, **Page 68**, Office of the County Recorder of Clark County, Nevada;

(EXCEPTING THEREFROM ONLY Lot Thirteen (13), in Block One (1), of NAPLES, as shown by said final map of CONQUISTADOR/TOMPKINS - UNIT 1).

PARCEL 2:

All of the real property in **CONQUISTADOR/TOMPKINS - UNIT 2**, as shown by final map thereof on file in **Book 93** of Plats, **Page 1**, Office of the County Recorder of Clark County, Nevada.

PARCEL 3:

All of the real property in **CONQUISTADOR/TOMPKINS - UNIT 3**, as shown by final map thereof on file in Book ____ of Plats, Page ____, Office of the County Recorder of Clark County, Nevada.

[NOTE: DECLARANT HAS SPECIFICALLY RESERVED THE RIGHT FROM TIME TO TIME TO UNILATERALLY ADD TO OR MODIFY OF RECORD ALL OR ANY PARTS OF THE FOREGOING AND/OR ATTACHED DESCRIPTIONS]

When Recorded, Return to:

WILBUR M. ROADHOUSE, ESQ.
Goold Patterson DeVore Ales & Roadhouse
4496 South Pecos Road
Las Vegas, Nevada 89121
(702) 436-2600

CLARK COUNTY, NEVADA
JUDITH A. VANDEVER, RECORDER
RECORDED AT REQUEST OF:
W ROADHOUSE
03-07-2000 15:17 JSB 77
OFFICIAL RECORDS
BOOK: 20000307 INST: 00911
FEE: 83.00 RPTT: .00

FILED # C6869-00

MAR 13 2000

IN THE OFFICE OF
Dean Hill
DEAN HELLER SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
NAPLES COMMUNITY HOMEOWNERS ASSOCIATION

The undersigned, being residents of the State of Nevada, do hereby associate themselves together for the purpose of forming a non-profit corporation, pursuant to the provisions of Sections 81.410 through 81.540, inclusive, of the Nevada Revised Statutes, and we do hereby make, subscribe, acknowledge, certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation (hereinafter called the "Association") is:

NAPLES COMMUNITY HOMEOWNERS ASSOCIATION

ARTICLE II

The Association does not contemplate monetary gain or profit to the Members hereof, and the specific primary purposes for which it is formed are to administer and enforce the conditions, covenants and restrictions, and collect and disburse the assessments and charges, provided for in that Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for NAPLES COMMUNITY (hereinafter called the "Declaration") as recorded in the Official Records, Clark County, Nevada. In furtherance of and incidental and supplemental to said purposes, this Association shall have power to do the following:

(a) perform the duties and obligations and exercise the rights of the Association as set forth in the Declaration, including, without limitation, the promulgation and enforcement of rules and regulations relating to the general appearance of the area, and the levy, collection and enforcement of assessments pursuant to the Declaration;

(b) carry on any other lawful activity or do anything whatsoever which the Association may deem proper or convenient or capable of being carried on, or which may be calculated directly or indirectly to promote the interests of the Association or of the property over which it has jurisdiction, so long as said activity is incidental to and in furtherance of said stated purposes; provided that the commencement and/or prosecution and/or maintenance of, and/or intervention in, any Proceeding in connection with any Non-Operational Controversy (as said terms are defined in the Declaration), without having fully and completely followed, or in violation of, the mandatory requirements and procedures set forth in the Declaration, shall be ultra vires; and

(c) to have, enjoy and exercise in furtherance of said stated purposes, all of the rights, powers and privileges which are now or which may hereafter be conferred upon non-profit corporations by the laws of Nevada, including the right to any and all of the things hereinbefore set forth, as principal and as agent, to the same extent as natural persons might or could do.

ARTICLE III

The principal office for the transaction of the business of the Association is initially to be located at 7150 Pollock Drive, Suite #104, Las Vegas, Nevada 89119. The name and business address of the Corporation's initial resident agent, either a natural person or

a corporation, resident or located in Nevada, are: K.G.D.O. Holding Company, Inc., dba Terra West, 2655 S. Rainbow Blvd., Suite 200, Las Vegas, Nevada 89102.

ARTICLE IV

PERMA BILT, a Nevada corporation, and its successors and assigns ("Declarant"), and every person or entity who is a record owner ("Owner") of a fee interest in all or any portion of a residential unit ("Unit") which is located within that real property subject to the Declaration ("Properties"), including installment land sale contract vendees, shall be a member of the Association. There shall be one (1) vote per Unit owned, and, based on the foregoing, the voting power and Association property rights and interests of each Member shall be equal. 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 Unit within the Properties, nor may membership be resigned by any individual who continues as record owner of a fee interest in all or any portion of a Unit.

ARTICLE V

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

The affairs of this Association shall initially be managed by a Board of three (3) Directors, all of whom (other than Directors appointed by Declarant) must be members ("Members") of the Association (including an officer, employee, agent or director of a

corporate Member; a partner of a Member which is a partnership; a trustee or designated beneficiary of a Member which is a trust; or a fiduciary of a Member which is an estate). The number of Directors may be increased to five (5) or seven (7) at any time by Declarant during the Declarant Control Period, as set forth in detail in the Declaration and/or Bylaws, and otherwise may be changed by amendment of the Bylaws, provided that there shall be neither more than any maximum nor less than any minimum number of Directors from time to time required by applicable Nevada law. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are as follows:

Ruth Ochoa	7150 Pollock Drive #104 Las Vegas, Nevada 89119
Craig Hardy	7150 Pollock Drive #104 Las Vegas, Nevada 89119
David Durant	7150 Pollock Drive #104 Las Vegas, Nevada 89119

The above-referenced individuals are also the incorporators.

ARTICLE VII

Upon dissolution of the Association, the assets of the Association shall be distributed in compliance with applicable Nevada law.

ARTICLE VIII

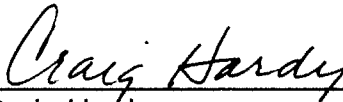
Amendment of these Articles shall require: (a) the assent (by vote or by written consent) of Members representing seventy-five percent (75%) or more of the total voting power of the Association; and (b) the written consent of a majority of the total voting power of the Board, and (c) the written consent of at least sixty-seven percent (67%) of the

holders of mortgages with first priority over other mortgages or deeds of trust on Units within the Properties, if such amendment will adversely affect the rights of any such first mortgagees. The Bylaws may be amended, as more fully set forth in the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nevada, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 29th day of February, 2000.



Ruth Ochoa



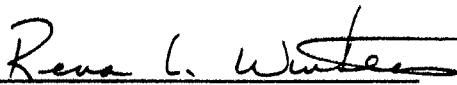
Craig Hardy



David Durant

STATE OF NEVADA)
)
COUNTY OF CLARK)

This instrument was acknowledged before me on this 29 day of February, 2000, by Ruth Ochoa, Craig Hardy, and David Durant, as incorporators and initial directors of **NAPLES COMMUNITY HOMEOWNERS ASSOCIATION**

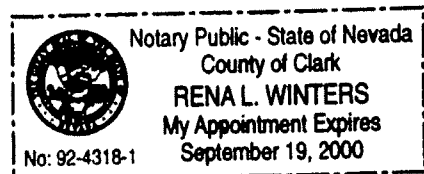


NOTARY PUBLIC
(seal)

My Commission Expires:

9-19-2000

(wmm\1388.26\articles.01rev.wpd)



FILED # C6869-02

MAR 13 2000

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

CERTIFICATE OF ACCEPTANCE

OF

APPOINTMENT AS RESIDENT AGENT

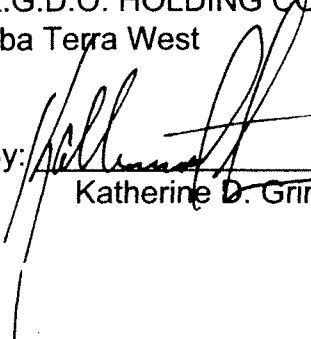
In the matter of: NAPLES COMMUNITY HOMEOWNERS ASSOCIATION

K.G.D.O. Holding Company, Inc., a Nevada corporation, dba Terra West, hereby certifies that on this date it has accepted appointment as Resident Agent of the above-entitled non-profit corporation in accordance with Nevada Revised Statutes §§ 82.081 and 82.141.

K.G.D.O. Holding Company, Inc., dba Terra West, further certifies that the registered office in this state of said corporation is located at 2655 S. Rainbow, Suite 200, Las Vegas, Nevada 89119.

Dated: February 29th, 2000.

K.G.D.O. HOLDING COMPANY, INC.,
dba Terra West

By: 
Katherine D. Grimes, President