

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JUL 01 1996

ARTICLES OF INCORPORATION

DEAN HELLER SECRETARY OF STATE

OF

No. 14284-96

CAUGHLIN PROFESSIONAL PARK ASSOCIATION

The undersigned, for the purpose of forming a nonprofit corporation, pursuant to Sections 81.410 through 81.540 of the Nevada Revised Statutes, certify as follows:

ARTICLE 1. NAME. The name of the corporation shall be: CAUGHLIN PROFESSIONAL PARK ASSOCIATION (the "Association").

ARTICLE 2. DEFINITIONS.

2.1 "Declaration" means the Declaration of Covenants, Conditions, Restrictions, and Reciprocal Easements for Caughlin Professional Park, recorded on December 31, 1991, in the office of the County Recorder of Washoe County, Nevada, as Document No. 1534385, Official Records.

2.2 Other capitalized terms not defined herein shall have the same meaning as set forth in the Declaration when used in these Articles of Incorporation.

ARTICLE 3. NONPROFIT CORPORATION. The Association shall be a nonprofit corporation.

ARTICLE 4. PURPOSES. The purpose for which the Association is formed is to provide for the care and maintenance of the Property and for these purposes to:

a. Exercise all of the powers and privileges and to perform all duties and obligations of the Association arising from the Declaration; and

b. To have and exercise all rights, powers, and privileges which a nonprofit corporation organized under Sections 81.410 through 81.540 of the Nevada Revised Statutes may now or hereafter have or exercise.

ARTICLE 5. PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT. The principal place where the business of the Association shall be transacted and carried on is 1010 Caughlin Crossing, Reno, Nevada 89509. The initial Resident Agent of the Association is Hale, Lane, Peck, Dennison, Howard, Anderson and Pearl, and the address of the registered agent where service of process may be served and the address of the registered office of the Association shall be at 100 W. Liberty Street, Tenth Floor, Reno, Nevada 89501.

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Secretary of State

ARTICLE 6. TERM. The term for which the Association shall exist shall be perpetual.

ARTICLE 7. MEMBERSHIP. The membership of the Association shall be as follows:

7.1 Original Members. The Original Members of the Association shall be Alan G. Means, Sam S. Jaksick, Jr., and John Curry, or the person designated in writing by such Original Member to be his successor (the "Original Members"). Such designation of successor shall become effective upon recordation of such written designation in the Official Records of the County Recorder of Washoe County, Nevada. Notwithstanding anything to the contrary set forth herein, the Original Members shall comprise the entire membership of the Association until the earlier of the following dates: (i) December 31, 2006, or (ii) the date the last Parcel owned by the Declarant is sold by the Declarant (the "Original Membership Termination Date"). In the event any Original Member shall have died or shall have been declared legally incompetent prior to designating his successor in writing, the remaining Original Member shall constitute the only Original Member. In the event that all Original Members (including their designated successors) shall have died or shall have been declared legally incompetent, and none shall have designated in writing a successor, then the membership of the Association shall be as set forth in paragraph 7.2 below. Nothing contained in this paragraph 7.1 shall in any manner affect the obligation of the Owners of Improved Parcels to pay assessments as set forth in Article VI of the Declaration. Prior to the Original Membership Termination Date, the Original Members shall not: (a) cause the Association to be dissolved; or (b) pledge, encumber, or hypothecate any of the Association Property or cause the Association to borrow funds, except such as may be necessary for current expenses of the Association or for capital improvements or acquisitions of Association Property by the Association which are authorized by the Declaration, or except as otherwise expressly provided in the Declaration.

7.2 After Original Membership Termination Date. From and after the Original Membership Termination Date, the Members of the Association shall be the Owners of the Improved Parcels. On the Original Membership Termination Date, the status of the Original Members as members of the Association shall cease, unless an Original Member is entitled to membership in the Association by reason of ownership of an Improved Parcel.

ARTICLE 8. BOARD OF DIRECTORS. The Association shall have not less than three (3) nor more than five (5) directors, all of whom must be at least eighteen (18) years of age. Except for members of the Board of Directors appointed by Declarant prior to the Original Membership Termination Date and the members of the original Board of Directors named in these Articles, the Board of Directors shall be composed of Members only, provided, however, that for so long as the Declarant is a Member of the Association any member of Declarant's board of directors or general partners, as the case may be, may serve on the Board of Directors. The following described persons may serve on the Board of Directors as representatives of Members which are not natural persons: one officer or director of a corporation which is a Member, one general partner of a partnership which is a Member, one trustee or beneficiary of a trust which is a Member, and one personal representative of an estate which is a Member.

ARTICLE 9. FIRST BOARD OF DIRECTORS. The members of the first Board of Directors of the Association named herein shall serve until the first annual meeting of the Members of the Association is called for the purpose of electing their successors. The first annual meeting of the Members of the Association shall be held not later than one (1) year after the date of the filing of the Articles of Incorporation with the Secretary of State of the State of Nevada. Such meeting shall be called, noticed, and conducted in accordance with these Articles and the Bylaws of the Association. The names and addresses of those selected to act as directors of the Association or until their successors shall have been elected and have accepted office are:

- | | |
|---------------------|---|
| Alan G. Means | 4229 Christy Way Reno, NV 89509 |
| Sam S. Jakrick, Jr. | 1013 Lakeshore Drive P. O. Box 3281 Incline Village, NV 89450 |
| John G. Currie | 5911 Bankside Way Reno, NV 89523 |

ARTICLE 10. VOTING RIGHTS OF MEMBERS. The voting rights of the Members shall be as follows:

10.1 Voting Prior to Original Membership Termination Date. At all times prior to the Original Membership Termination Date, the Original Members shall have all of the voting power of the Association and shall be entitled to exercise all of the votes on all matters coming before the Members of the Association, except as otherwise provided in the Declaration. Prior to the Original Membership Termination Date, each Original Member shall be entitled to one (1) vote, and those votes to which the Original Members are entitled shall constitute the entire voting power of the Association, except as otherwise provided in the Declaration.

10.2 Voting On or After Original Membership Termination Date. From and after the Original Membership Termination Date, the Association shall have one class of voting membership which shall be all of the Owners of the Improved Parcels, including each Declarant and any Successor Declarant, and the Owners of each Improved Parcel shall be entitled to one vote for each one hundred (100) square feet or fraction thereof of Building Floor Space within such Improved Parcel.

ARTICLE 11. RIGHTS AND OBLIGATIONS OF MEMBERS. Other property rights, voting rights, to include the manner in which votes shall be cast, and other rights and privileges of the Members and their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws and the Declaration.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of June, 1996.

[Signature]
ALAN G. MEANS

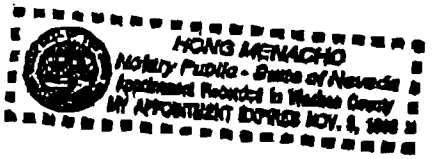
[Signature]
SAM S. JAKSICK, JR.

[Signature]
JOHN G. CURRIE

STATE OF NEVADA)
)ss.
COUNTY OF WASHOE)

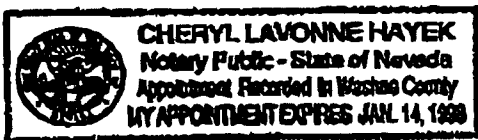
This instrument was acknowledged before me on June 10, 1996,
by Alan G. Means.

Hong Menacho
Notary Public
My Commission Expires: 11-08-98



STATE OF NEVADA)
)ss.
COUNTY OF WASHOE)

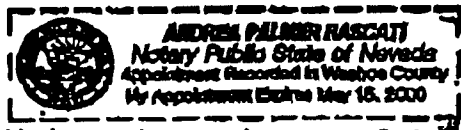
This instrument was acknowledged before me on June 13, 1996,
by Sam S. Jaknick, Jr.



Cheryl Lavonne Hayek
Notary Public
My Commission Expires: 1-14-98

STATE OF NEVADA)
)ss.
COUNTY OF WASHOE)

This instrument was acknowledged before me on June 20, 1996,
by John G. Currie.



Andrea Palmer Rascatti
Notary Public
My Commission Expires: 5/15/2000