

JUN 19 1998

IAN HELLER SECRETARY OF STATE

Ian Heller

No.

C14524-98

(For filing office use)

Non-Profit
ARTICLES OF INCORPORATION
(pursuant to N.R.S. 82)

State of Nevada
Secretary of State

(For filing office use)

1. **NAME OF CORPORATION:** The name of the corporation is Anthem Community Council, Inc. ("Council").
2. **RESIDENT AGENT:** The initial resident agent of the Council shall be CSC Services of Nevada, Inc., whose street address where process may be served is 502 East John St., Suite E, Carson City, Nevada 89706.
3. **PURPOSE:** The Council is a nonprofit corporation organized under Chapter 82, Nevada Revised Statutes. The Council does not contemplate pecuniary gain or profit, direct or indirect. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.
 - (a) By way of explanation and not by way of limitation, the purposes for which the Council is formed are:
 - (i) to serve as a unifying entity for the planned community located in Henderson, Clark County, Nevada, known as Anthem, in accordance with the Declaration of Covenants and Easements for the Anthem Community ("Community Covenant"), as recorded in the Clark County, Nevada, public real estate records, and the By-Laws of Anthem Community Council, Inc. ("By-Laws");
 - (ii) to be and constitute the Council to which reference is made in the Community Covenant and the By-Laws, to perform all obligations and duties of the Council, and to exercise all rights and powers of the Council, as set forth therein, and as provided by law; and,
 - (iii) to provide an entity for the creation of a sense of community within Anthem and the furtherance of the interests of the owners of real property subject to the Community Covenant.
 - (b) In furtherance of its purposes, the Council shall have all powers conferred upon nonprofit corporations by common law and Nevada statutes in effect from time to time including all powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Community Covenant, and the By-Laws. Unless indicated otherwise by the Community Covenant or the By-Laws, all such powers may be exercised by the Council's Board.

4. **GOVERNING BOARD:** The Council's affairs shall be initially managed by a Board of at least three directors. The names and addresses of the persons who are to act in the capacity of directors for the first year and until their successors shall have been elected and have accepted office are:

Frank Pankrantz
9555 Del Webb Boulevard
Las Vegas, Nevada 89134

Dennis Bacopulos
9555 Del Webb Boulevard
Las Vegas, Nevada 89134

Paul Smith
9555 Del Webb Boulevard
Las Vegas, Nevada 89134

The number of directors, method of election, term of office, method of removal, and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

5. **DURATION:** The Council shall have perpetual duration.

6. **LIABILITY OF DIRECTORS AND OFFICERS:** Pursuant to N.R.S. Section 82.221, no director, officer, or other possessor of the corporate powers of the Council shall be liable to the Council or any other person or entity for any type of damages for any act or omission arising out of a breach of the duty of care or other duty regarding the management or operation of the Council, unless the act or omission involves intentional misconduct, fraud, or a knowing violation of the law.

7. **MEMBERSHIP:** The Council shall be a corporation without members. The affairs of the corporation shall be performed by its Board as specified in the By-Laws.

8. **CERTIFICATES:** The Council shall be a corporation without shares of stock and shall not be required to issue membership certificates.

9. **AMENDMENTS:** Subject to the provisions of Chapter 82, Nevada Revised Statutes, these Articles of Incorporation may be amended only upon a resolution duly adopted by the Board, the consent of each Association Entity, and Declarant's consent so long as Declarant owns any property subject to the Community Covenant or which may be unilaterally subjected to the Community Covenant by Declarant.

10. **DEFINITIONS:** All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Community Covenant of the Council.

11. **DISSOLUTION:** The Council may be dissolved as provided by the laws of the State of Nevada.

12. **INCORPORATOR** The name of the incorporator is Mary S. Alexander, and such incorporator's mailing address is 6001 N. 24th Street, Phoenix, Arizona 85016.

IN WITNESS WHEREOF, for the forming of this nonprofit cooperative corporation without stock under Nevada laws, the undersigned incorporator of this Council has executed these Articles this 10th day of June 1998.

Mary S. Alexander
Mary S. Alexander, Incorporator

STATE OF NEVADA

COUNTY OF CLARK

On this 10th day of June, 1998, personally appeared before me, a notary public, Mary S. Alexander, personally known and proved to me to be the person whose name is subscribed to the above instrument as incorporator who acknowledged that he/she executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Lynne M. Dugan [SEAL]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

