

SHADOW CREEK MANOR
PUBLIC OFFERING STATEMENT

ATTACHMENT "C"

ARTICLES OF INCORPORATION
SHADOW CREEK MANOR HOMEOWNERS ASSOCIATION

[to be attached]

SECRETARY OF STATE



STATE OF NEVADA

CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **SHADOW CREEK MANOR HOMEOWNERS ASSOCIATION** did on **May 12, 2004**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **May 12, 2004**.

DEAN HELLER
Secretary of State

By

Certification Clerk





DEAN HELLER
 Secretary of State
 206 North Carson Street
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

FILED # 012783.04

MAY 12 2004

OFFICE OF
 DEAN HELLER
 SECRETARY OF STATE

Nonprofit Articles of Incorporation
 (PURSUANT TO NRS 82)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	SHADOW CREEK MANOR HOMEOWNERS ASSOCIATION		
2. Resident Agent Name and Street Address: <small>(must be a Nevada address where process may be served)</small>	RMI MANAGEMENT, LLC Name		
	630 TRADE CENTER DRIVE Physical Street Address	LAS VEGAS City	NEVADA 89119 State Zip Code
3. Names, Addresses, Number of Board of Directors/Trustees:	The First Board of Directors/Trustees shall consist of 3 members whose names and addresses are as follows:		
	1. SCOTT PARTLOW Name		
	6845 ESCONDIDO STREET, BLDG. 6, SUITE 105 Street Address	LAS VEGAS City	NEVADA 89119 State Zip Code
	2. MICHELLE SHAPPIE Name		
6845 ESCONDIDO STREET, BLDG. 6, SUITE 105 Street Address	LAS VEGAS City	NEVADA 89119 State Zip Code	
3. MICHAEL BELL Name			
6845 ESCONDIDO STREET, BLDG. 6, SUITE 105 Street Address	LAS VEGAS City	NEVADA 89119 State Zip Code	
4. _____ Name			
_____ Street Address	_____ City	_____ State Zip Code	
4. Purpose:	The purpose of this Corporation shall be: HOMEOWNERS ASSOCIATION		
5. Names, Addresses and Signatures of Incorporators: <small>(attach additional pages if there is more than 1 incorporator)</small>	MICHELLE SHAPPIE Name		
	6845 ESCONDIDO STREET, BLDG. 6, SUITE 105 Street Address	LAS VEGAS City	NEVADA 89119 State Zip Code
6. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation.		
	_____ Authorized Signature of R.A. or On Behalf of R.A. Company	_____ Date	5/8/2004

This form must be accompanied by appropriate fees. See attached fee schedule.

**ARTICLES OF INCORPORATION
OF
SHADOW CREEK MANOR HOMEOWNERS ASSOCIATION**

The undersigned natural person acting as incorporator of this non-profit corporation under the provisions of Chapter 82 of Nevada Revised Statutes, adopts the following Articles of Incorporation:

ARTICLE 1

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

SHADOW CREEK MANOR HOMEOWNERS ASSOCIATION

ARTICLE 2

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 SHADOW CREEK MANOR (hereinafter called the "Declaration") as recorded in the Official Records, Clark County, Nevada, as may be amended from time to time. In furtherance of and incidental and ancillary 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 3

The name and business address of the Association's initial resident agent are: RMI Management, LLC, 630 Trade Center Drive, Las Vegas, Nevada 89119.

ARTICLE 4

D. R. HORTON, INC, a Delaware corporation, and its successors and assigns ("Declarant"), and every person or entity who is a record owner ("Owner") of a fee interest in 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 5

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

ARTICLE 6

The affairs of this Association shall 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 names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are as follows:

Scott Partlow	6845 Escondido Street, Building 6, Suite 105 Las Vegas, Nevada 89119
Michelle Shappie	6845 Escondido Street, Building 6, Suite 105 Las Vegas, Nevada 89119
Michael Bell	6845 Escondido Street, Building 6, Suite 105 Las Vegas, Nevada 89119

ARTICLE 7

Upon dissolution of the Association, the assets of the Association shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes, if at such time this is still a requirement of HUD/VA; provided that, if not so required by HUD/VA at such time, then the assets of the Association shall be distributed in compliance with applicable Nevada law. Annexation of additional properties, mergers and consolidations, mortgaging of Common Elements, dissolution and amendment of the Articles, requires prior approval of HUD/VA, if so required by HUD/VA at such time, as long as there is a Class B Membership. The Association shall not have a Class B Membership.

ARTICLE 8

Amendment of these Articles shall require both: (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) if such amendment will adversely affect the rights of any such first mortgagees, shall further require 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. The Bylaws may be amended, as more fully set forth in the Bylaws.

ARTICLE 9

The name and address of the incorporator of the Association are as follows:

<u>Name</u>	<u>Address</u>
MICHELLE SHAPPIE	6845 Escondido Street, Building 6, Suite 105 Las Vegas, Nevada 89119

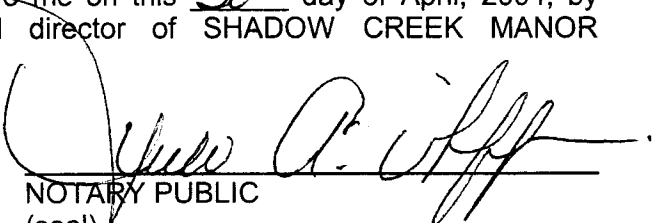
DATED as of the 30 day of April, 2004.



MICHELLE SHAPPIE

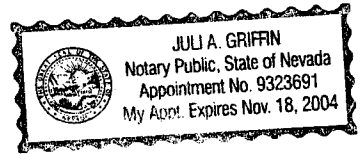
STATE OF NEVADA)
)ss.
COUNTY OF CLARK)

This instrument was acknowledged before me on this 30 day of April, 2004, by Michelle Shappie as incorporator and initial director of SHADOW CREEK MANOR HOMEOWNERS ASSOCIATION.



NOTARY PUBLIC
(seal)

(wml\1422.172\2.articles.02.wpd)



STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed
in this office.

MAY 12 2004

Dean Heller
Dean Heller
~~Mark Mayfield~~