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**Certificate to Accompany  
 Restated Articles**  
 (PURSUANT TO NRS)

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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**This Form is to Accompany Restated Articles of Incorporation**

(Pursuant to NRS 78.403, 82.371, 86.221, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

Glenbrook Homeowners' Association

2. The articles are being  Restated or  Amended and Restated (check only one). Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box.\*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on \_\_\_\_\_ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- The entity name has been amended.
- The resident agent has been changed. (attach Certificate of Acceptance from new resident agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.

Other. The articles or certificate have been amended as follows (provide article numbers, if available):

Article I (Name): There are no changes to this article; Article II (Purposes): There are no substantive changes to this article. Some of the specific provisions have been moved to the corporation's bylaws and declaration of covenants, conditions, and restrictions (CC&Rs); Article III (NA): There was no Article III in the original Articles of Incorporation; Article IV (Members): The provisions regarding Members are now within Article V; and See Continuation Page attached...

\* This form is to accompany Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles or certificates

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees

Nevada Secretary of State AM Restated 2007  
 Revised on: 01/01/07

**CONTINUANT PAGE TO  
CERTIFICATE TO ACCOMPANY RESTATED ARTICLES  
FOR  
GLENBROOK HOMEOWNERS ASSOCIATION**

Article V (Directors): The provisions regarding Directors are now within Article III.

Article VI (Officers): The provisions regarding Officers are now within Article III.

Article VII (Indemnification): The provisions regarding indemnification are now within the Bylaws.

Article VIII (Bylaws): The provisions regarding the Bylaws have been deleted.

Article IX (Amendments): The provisions regarding amendment are now within Article VIII.

Article X (Term): The provisions regarding the corporation's term are now within Article VI.

Article XI (Subscribers): The provisions regarding the corporation's subscribers have been deleted.

Article XII (Membership Certificates): The provisions regarding the corporation's membership certificates have been deleted.

Article XIII (Principal Place of Business): The provisions regarding the corporation's principal place of business are now within Article VII.

Provisions regarding limitations on exercise of powers of the corporation have been added as Article IV.

Provisions regarding taxation of the corporation have been added as Article IX.

Provisions regarding dissolution of the corporation have been added as Article X.

**FIRST RESTATED ARTICLES OF INCORPORATION  
OF  
GLENBROOK HOMEOWNERS' ASSOCIATION**

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A.J. Bud Hicks and Kathryn Taylor certify that:

1. They are the president and secretary, respectively, of the Glenbrook Homeowners' Association, a Nevada nonprofit mutual benefit corporation.

2. The amendment set forth in paragraph 3 below has been duly approved by the required vote of seventy-five percent (75%) of the Members and seventy-five percent (75%) of the Board of Directors.

3. The Articles of Incorporation of this corporation are amended in full to read as follows:

**FIRST RESTATED ARTICLES OF INCORPORATION OF  
GLENBROOK HOMEOWNERS' ASSOCIATION**

**Article I – Name:**

The name of this corporation is Glenbrook Homeowners' Association.

**Article II – Organization, Purpose & Powers:**

This corporation is a nonprofit mutual benefit corporation organized under Chapter 82 of the Nevada Revised Statutes. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

The specific primary purposes for which this corporation was formed are to provide for the maintenance, protection, preservation and architectural control of the Lots and Common Elements, including the attractiveness and value thereof, and the landscaping, structures and facilities thereon within that certain tract of property located in the County of Douglas, State of Nevada, described as set forth in the First Restated Declaration of Covenants, Conditions and Restrictions of Glenbrook.

The corporation's purposes also include providing for the management, administration

and operation of the above-described property comprising the Glenbrook Homeowners Association and the business and affairs of the corporation; promoting the health, safety, welfare and interests of all of the owners of property and residents within the Glenbrook Homeowners Association; and taking such action as in the judgment of the Board of Directors shall be necessary and proper or incidental to the foregoing purposes of the corporation.

**Article III – Board of Directors:**

The affairs of this corporation shall be managed by a Board of Directors. The number, qualifications, and manner of selecting the Board of Directors shall be as specified in the Association's Declaration and Bylaws.

**Article IV – Limitation on Exercise of Powers:**

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**Article V – Membership:**

The qualifications for membership in this corporation, the classes of membership, the property, voting and other rights and privileges of members and their liability for dues and assessments and the methods of collection thereof, shall be as provided for in the Declaration and the Bylaws of this corporation.

**Article VI – Term:**

The term for which the Association shall exist is as is stated in the Declaration.

**Article VII – Principal Place of Business and Manager:**

The principal place of business of the Association is 238 Old Highway 50, Glenbrook, NV 89413 (P.O. Box 447, Glenbrook, NV 89413). The Association is presently managed by its Board of Directors, and may be managed by any licensed community manager.

**Article VIII – Amendment:**

These Articles of Incorporation may be amended from time to time by the affirmative vote or written consent of the Board of Directors and at least fifty-one percent (51%) of all Members.

**Article IX – Taxation:**

This corporation is intended to qualify as a Homeowner's Association under the applicable provisions of Section 528 of the United States Internal Revenue Code ("IRC") and a "Common-Interest Community" pursuant to Section 116.110323 of the Nevada Revised Statutes.

as each may be amended from time to time. This corporation does not contemplate pecuniary gain or profit to the Members thereof. No part of the net earnings of this corporation shall inure to the benefit of any private individual, except as expressly provided in IRC §528 and NRS § 116.3102 with respect to the acquisition, construction, or provision for management, maintenance and care of the corporation's property, and other than by a rebate of excess membership dues, fees or assessments.

#### Article X - Dissolution:

So long as there is any lot or parcel for which the corporation is obligated to provide management, maintenance, preservation or control, the corporation shall not transfer all or substantially all of its assets or file a certificate of dissolution without the approval of one hundred percent (100 %) of the Members.

In the event of the dissolution, liquidation or winding up of the corporation, upon or after termination of the Complex, in accordance with provisions of the Declaration, the corporation's assets remaining after payment, or provision of payment, of all debts and liabilities of the corporation shall be divided among and distributed to its Members in accordance with their respective rights as set forth in the Declaration and Bylaws.

We, the undersigned, hereby certify and declare under penalty of perjury pursuant to the laws of the State of Nevada, that:

The matters set forth in this certificate of First Restated Articles of Incorporation are true and correct of our own knowledge.

EXECUTED at Reno, Nevada, this 1st day of February, 2007.

  
A.J. Bud Hicks, President

  
Kathryn Taylor, Secretary