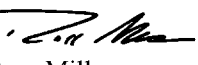




**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: secretaryofstate.biz

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20080224249-13</b>
	Filing Date and Time <b>03/31/2008 7:53 AM</b>
	Entity Number <b>C4664-1986</b>

**Nonprofit Amendment  
 (After First Meeting)**  
 (PURSUANT TO NRS 81 AND 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nonprofit Corporations**  
**(NRS Chapters 81 and 82 - After First Meeting of Directors)**

1. Name of corporation:


UNIVERSITY RIDGE HOMEOWNERS ASSOCIATION

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

Full restatement of Articles  
 Articles I, II, III, IV, V, VI, VII, VIII, IX, X, XI, XII,  
 and XIII

3. The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: directors 5/5, and members 69/100.\*

4. Officer Signature (Required):

X   
 Signature

\_\_\_\_\_  
 Title President

\*A majority of a quorum of the voting power of the members or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.21 0 requires approval by a vote of 2/3 of the members.

**FILING FEE: \$50.00**

**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.*

RESTATED ARTICLES OF INCORPORATION  
OF  
UNIVERSITY RIDGE HOMEOWNERS' ASSOCIATION

Ann North, the President of University Ridge Homeowners' Association, a Nevada non-profit corporation, hereby certifies that the Articles of Incorporation of University Ridge Homeowners' Association are hereby amended and restated in their entirety as hereafter provided, and that the Restated Articles of Incorporation were approved by a majority of the total voting power of the Directors and voting members of University Ridge Homeowners' Association in accordance with the provisions of NRS 81.410 to 81.540 inclusive, and the provisions of the Declaration, as defined in article I below.

I

DEFINITIONS AND CAPITALIZED TERMS

**A. Declaration.** For purposes of these Restated Articles of Incorporation, the term "Declaration" shall refer to the following:

1. *(Will replace the recordation information once we pass and record the new CC&Rs)* That certain Amended and Restated Declaration of Protective Covenants, Conditions and Restrictions for the University Ridge Subdivision and for Unit 1, Phase 1, and Unit 2, Phases 1, 2, 5, and 6 of the University Heights Subdivision, dated January 25, 1989, and recorded on January 25, 1989, as Document 1300442 in the Official Records of the Washoe County Recorder's Office, together with any amendments and supplements to date and any subsequent amendments or supplements make hereafter.

**B. Capitalized Terms.** Except as otherwise defined in these Restated Articles of Incorporation, all capitalized terms referred to in these Restated Articles of Incorporation shall have the same meaning as are ascribed to such terms in the Declaration.

II

NAME

The name of the corporation shall be University Ridge Homeowners' Association.

III

PERIOD OF DURATION

This corporation shall exist in perpetuity from the date of filing of these Restated Articles of Incorporation with the Secretary of State of the State of Nevada, unless dissolved according to law.

#### IV

#### OBJECTS AND PURPOSES

This corporation is organized as a non-profit cooperative corporation under Sections 81.410 to 81.540 inclusive, of the Nevada Revised Statutes, and the applicable provisions of Chapter 82 of the Nevada Revised Statutes and is intended to qualify as a "residential real estate management association: within the meaning of Section 528(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). The primary purpose of the corporation is to be organized and operated to provide for the protection, maintenance, and enhancement of property commonly owned or leased by the members of the corporation, and property within the corporation privately owned by members of the corporation (collectively referred to as "Association Property"), and to operate as an association pursuant to NRS 116 .

#### V

#### POWERS

Except as otherwise provided in these Restated Articles of Incorporation, the Bylaws and the Declaration, corporation shall have and may exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon non-profit corporations organized under the laws of the State of Nevada. In addition, corporation shall have such rights, powers, privileges, and immunities provided for in Nevada Revised Statutes Section 116.3102, but only to the extent that such powers are not inconsistent with the terms of these Restated Articles of Incorporation, the Bylaws, and the Declaration.

#### VI

#### CAPITAL STOCK

Corporation shall have no capital stock.

#### VII

#### MEMBERSHIP

Corporation shall have one (1) class of membership designated as Voting Membership, as follows:

**Voting Memberships.** Each Owner shall have one (1) vote for each Lot owned by such Owner. If any Lot is held jointly or in common by more than one (1) person, the vote or votes to which such Lot is entitled shall also be held jointly or in common in the same manner. However, the vote or votes for such Lot shall be cast, if at all, as a unit, and neither fractional votes nor split votes shall be allowed. In the event joint or common Owners are unable to agree among themselves as to how their vote or votes shall be cast as a unit, they shall lose the right to cast their vote or votes on the matter in question. Any joint or common Owner shall be entitled to cast the vote or votes belonging to the joint or common Owners unless another joint or common Owner shall have delivered to the

Secretary or other officer of the Association prior to the time for casting such vote a written statement to the effect that the Owner wishing to cast the vote or votes has not been authorized to do so by the other joint or common Owner or Owners.

## VIII

### BOARD OF DIRECTORS

The affairs and management of the corporation shall be under the control of the governing board, which shall be known as the Board of Directors and shall consist of Directors. The Board of Directors of the corporation shall consist of five (5) Directors. The number of Directors may be increased or decreased in accordance with the provisions of the Bylaws; provided, however, that at no time shall there be less than three (3) Directors. The terms of office and the manner of the Directors' designation or election shall be determined according to the Bylaws then in effect.

## IX

### BYLAWS

The Board of Directors shall have the power to make such Bylaws as it may deem proper for the management of the affairs of the corporation. Such Bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporation property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

## X

### OFFICERS

The corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or election shall be determined according to the Bylaws then in effect.

## XI

### PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of any private member or individual other than by a rebate of excess membership dues, fees, or assessments.

## XII

### EXEMPTION

To the extent permitted by law, the property of each and every member, officer, and Director of the corporation, whether real or personal, tangible or intangible, now owned or hereafter acquired, is and shall be forever exempt from all debts and obligations of the corporation of any kind whatsoever.

