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Nonprofit Articles of Incorporation
 (PURSUANT TO NRS 82)

Date Filed:
 7/18/2005 9:10:10 AM
 In the office of

Dean Heller

Important. Read attached instructions before completing form.

ABOVE SPA

1. Name of Corporation:	TERRA BELLA AT ANTHEM HOMEOWNERS ASSOCIATION	Dean Heller Secretary of State		
2. Resident Agent Name and Street Address: <small>(Must be a Nevada address. Where appropriate, may be a record.)</small>	WILBUR M. ROADHOUSE, ESQ. Name 4760 SOUTH PECOS ROAD, SUITE 203 Physical Street Address	LAS VEGAS City	NEVADA State	89121 Zip Code
	Additional Mailing Address	City	State	Zip Code
3. Names, Addresses, Number of Board of Directors/Trustees:	The names and addresses of the First Board of Directors/Trustees are as follows:			
	1. MARK OINESS Name 4350 SOUTH ARVILLE, SUITE 29B, BLDG. D Street Address	LAS VEGAS City	NEVADA State	89103 Zip Code
	2. SUSIE RUPPERT Name 4350 SOUTH ARVILLE, SUITE 29B, BLDG. D Street Address	LAS VEGAS City	NEVADA State	89103 Zip Code
	3. BRUCE REYNOLDS Name 4350 SOUTH ARVILLE, SUITE 29B, BLDG. D Street Address	LAS VEGAS City	NEVADA State	89103 Zip Code
	4. Name			
	Street Address	City	State	Zip Code
4. Purpose:	The purpose of this Corporation shall be: TO SERVE AS A HOMEOWNERS ASSOCIATION UNDER NRS CHAPTER 116.			
5. Names, Addresses and Signatures of Incorporators: <small>(At least one incorporator must be a Nevada resident. There is no limit on the number of incorporators.)</small>	MARK OINESS Name			
	4350 SOUTH ARVILLE, SUITE 29B, BLDG. D Street Address	LAS VEGAS City	NEVADA State	89103 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	7-13-05	

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

Nevada Secretary of State Form NRS 82 ARTICLES 2003
 Revised on 4/21/04

**ARTICLES OF INCORPORATION
OF
TERRA BELLA AT ANTHEM 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:

TERRA BELLA AT ANTHEM 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 is to serve as a homeowners association under Chapter 116 of Nevada Revised Statutes, and 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 TERRA BELLA AT ANTHEM CONDOMINIUMS (hereinafter called the "Declaration") as recorded in the Office of the County Recorder, 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, 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 principal office for the transaction of the business of the Association is initially to be located at 4350 South Arville, Suite 29B, Bldg D, Las Vegas, Nevada 89103. The name and business address of the Corporation's initial resident agent are: Wilbur M. Roadhouse, Esq., 4760 South Pecos Road, Suite 203, Las Vegas, Nevada 89121.

ARTICLE 4

HD-TBELLA, LLC, a Nevada limited-liability company, and its successors and assigns (hereinafter "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 (the "Properties"), 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, 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 initially 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 number of Directors may be increased to five (5) by resolution of the Board, and otherwise may be changed by amendment of the Bylaws, provided that there shall not be more than any maximum or less than any minimum number of Directors from time to time required by applicable Nevada law. 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:

Mark Oiness	4350 South Arville, Suite 29B, Bldg. D Las Vegas, Nevada 89103
Susie Ruppert	4350 South Arville, Suite 29B, Bldg. D Las Vegas, Nevada 89103
Bruce Reynolds	4350 South Arville, Suite 29B, Bldg. D Las Vegas, Nevada 89103

ARTICLE 7

Upon dissolution of the Association, the assets of the Association shall be distributed in compliance with applicable Nevada law.

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

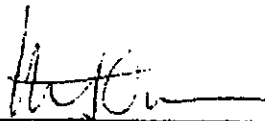
(c) if such amendment will adversely affect the rights of any such first mortgagees, shall further require (c) the written consent of at least sixty-seven percent (67%) of the holders of mortgages with first priority over other mortgages or deeds of trust on Units within the Properties. The Bylaws may 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>
MARK OINESS	4350 South Arville, Suite 29B, Bldg. D Las Vegas, Nevada 89103


DATED as of the 11th day of ~~May~~^{July}, 2005.



MARK OINESS

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

This instrument was acknowledged before me on this 11 day of May, 2005, by Mark Oiness as incorporator and initial director of TERRA BELLA AT ANTHEM HOMEOWNERS ASSOCIATION.



NOTARY PUBLIC
(seal)

