

ARTICLES OF INCORPORATION
of
MARLA BAY PROTECTIVE ASSOCIATION, INCORPORATED

We, whose names are hereto subscribed, two of whom or a majority, are residents of the State of Nevada, do by this agreement associate ourselves with the intention and for the purpose of forming a non-profit cooperative corporation, according to the laws of the State of Nevada respecting the Organization, Management, Conduct, etc. of Non-profit Cooperative Corporations, Chapter 236, Statutes of the State of Nevada, approved March 23, 1921, and Acts in Amendment thereof and in Addition thereto.

I - NAME

The name by which the corporation shall be known is:
MARLA BAY PROTECTIVE ASSOCIATION, INCORPORATED.

II - PURPOSES

The purposes for which the corporation is formed are as follows: to protect, safeguard and preserve all the common or mutual property rights and interests of the owners of real property who now are, or shall become, members of this corporation in that certain subdivision in Douglas County, Nevada, which said property is described in a certain map or plat designated as "Amended Map of Subdivision No. 2 of Zephyr Cove Properties, Inc., in Sections 9 and 10, T. 13 N., R. 18 E", executed by said company the 5th day of August, 1929, and filed in said Douglas County, Nevada, which said subdivision is commonly known as Marla Bay; to protect, safeguard, preserve and improve any or all of the roads, lanes, passageways and beaches in said subdivision known as Marla Bay, in which the real property owners who now are, or shall become, members of this association have common or mutual rights and interests; to protect, safeguard and preserve all the easements, restrictions and conditions pertaining to or affecting the lots in said subdivision in which the real property owners, who now are, or shall become, members of this association have common or mutual rights and interests; to take all proper lawful action to make the residents' real property in Marla Bay safe, desirable and enjoyable for the owners therein who now are, or shall become, members of this association wherever their common or mutual rights and interests may be affected or involved; to take all necessary and proper lawful action respecting any and all persons, natural or corporate, supplying water, light, power, or telephone service or any other services commonly described as public utilities, where said property owners, who now are, or shall become, members of this association have common or mutual rights and interests; to promote and arrange suitable social affairs for the enjoyment of the present and future members of this corporation.

III - PRINCIPAL PLACE OF BUSINESS

The place where the principal business of the corporation will be transacted is 638 East Fourth Street, Reno, Nevada; other meetings of the association or of the board of directors may be held in Douglas County, Nevada, at a place or places specified in the by-laws.

IV - TIME OF EXISTENCE

The term or time for which the corporation shall exist is fifty years.

V - CAPITAL STOCK

The corporation shall have no capital stock.

VI - DIRECTORS

The number of directors of the corporation shall be seven. The names and addresses of the following persons who have been selected to act as directors for the first year, or until their successors have been elected and have accepted office, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Myron Dressler	Gardnerville, Nevada
R. H. Bergstrom	Rt. 1, Box 114, Reno, Nevada
J. P. McBaine	2914 Forest Ave., Berkeley, Calif.
L. V. Dana	1731 K St., Sacramento, Calif.
Mabel H. Case	Zephyr Cove, Nevada
Dorothy E. Kircher	704 Concord Way, Burlingame, Calif.
Mrs. Lee Laird	15 Sharon Ave., Piedmont 11, Calif.

VII - VOTING POWERS AND INTERESTS OF MEMBERS

The voting powers and the property rights and interests of each member of this corporation shall be equal and the corporation shall have power to admit new members who shall be entitled to vote and share in the property of the corporation with the old members, in accordance with this general rule.

VIII - MANAGEMENT, REGULATIONS, GOVERNMENT, ETC.

The corporate powers of this corporation and the management of its affairs shall be vested in and exercised by the board of directors.

The following persons shall be eligible to membership in the corporation: Any person who owns a fee simple estate or a life estate or is a joint tenant or tenant in common in real property in said tract or subdivision known as Marla Bay.

The annual dues for membership in this corporation shall be Ten Dollars for each member, payable in advance on July 1st of each year. They may be increased by a majority of the members, but not to exceed Twenty-five Dollars per year for each member. An increase in dues may be made at a meeting of the members by the members or by the board of directors upon written consent of a majority of the members.

The corporation shall have no power to borrow any money or impose any assessment upon the members.

There shall be an annual meeting of the members of the corporation on July 3rd of each year at 3:00 P.M., at a place in Marla Bay which shall be designated by the president of the corporation, which shall be made known to the members by posting a written notice of the time and place thereof on bulletin board affixed to the south stone

pillar at the entrance of Marla Bay. This notice must be posted each year on or before July 1st.

Special meetings of the members may be held at any time between June 15th and September 15th upon the call of the board of directors or of one-third of the members. The members may vote at any annual or special meeting in person or by proxy appointed in an instrument in writing, subscribed by the member and filed with the secretary, at or before the meeting. A majority of the membership represented in person or by written proxy shall be necessary and sufficient to constitute a quorum to transact business at the annual or any special meeting. If less than a quorum be present, the annual or special meeting may be adjourned from time to time by a majority of the members present, without any notice other than an announcement at the meeting, until a quorum be present. Any annual or special meeting, at which a quorum is present, may be adjourned in like manner by a majority of the members present for such time or upon such call as is determined by a vote. At any adjourned annual or special meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed or called. Notice stating time and place of all special meetings shall be given in writing to each member, either by delivering the same in person or by depositing it in an United States postoffice in either California or Nevada, addressed to the last known address of the member, at least seven days before the date of such proposed meeting. Such notice shall state the time and place of meeting and the general nature of the business to be transacted.

The board of directors shall meet annually on July 3rd at the place of and immediately following every annual meeting of the members of the corporation. The board of directors shall also meet at such times, at the principal place of business of the corporation or at any dwelling house in Marla Bay, as they may, from time to time, determine. These meetings, i.e., meetings other than the annual meeting, may be called by the president or by four members of the board of directors. Notice of all such called meetings of the board of directors shall be given in writing to each member of the board at least seven days before the date of the proposed meeting. The notice shall state the time and place of the meeting. Deposit in an United States postoffice in California or Nevada of the notice, addressed to the last known address of the respective directors seven days before any proposed meeting, shall be deemed sufficient notice of said meeting. The board of directors shall be elected by written ballot by the members of the corporation at the annual meeting of the members. The board of directors, in addition to the powers and authority expressly conferred upon them, shall have all the powers of the corporation except as otherwise provided by law or the by-laws of the corporation. In the event of any vacancy in the board of directors through death, resignation, disqualification or any other cause, the remaining directors may elect a successor to hold office for the unexpired portion of the term of the

director whose place shall be vacant and until the election of his successor.

Myron Dressler

Name

Gardnerville, Nevada

Residence

R. H. Bergstrom

Name

Route 1, Box 114, Reno, Nevada

Residence

J. P. McBaine

Name

2914 Forest Ave., Berkeley, Calif.

Residence

STATE OF NEVADA,

COUNTY OF DOUGLAS

} ss

On this 28 day of August, A. D., 1946, personally appeared before me, a Notary Public, in and for Douglas County,

Myron Dressler

R. H. Bergstrom

and J. P. Mc Baine, known to me to be the persons

described in and who executed the foregoing instrument, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Judge S. H. Hickey, Justice of Peace

Notary Public, in and for Douglas County, Nevada.