

AUG 17 2001

IN THE OFFICE OF
John R. [Signature]
DEAN HELLEN SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SUNSET GREENS HOMEOWNERS ASSOCIATION,
a Nevada non-profit corporation

NRS 82.006, et. seq.

The undersigned, as President and Secretary, with authority granted by a unanimously adopted resolution of the Board of Directors of the corporation dated 8/3, 2001, pursuant to Chapter 82 of the Nevada Revised Statutes, ratified the following Amendment to the Articles of Incorporation of Sunset Greens Homeowners Association, a Nevada non-profit corporation.

It is deemed advisable in the judgment of the Board of Directors that the Articles of Incorporation be amended as below set forth:

1. That paragraph 1 of Article Two be deleted in its entirety and replaced by the following paragraph:

1. "Declaration" means the Declaration of Covenants, Conditions, and Restrictions for Sunset Greens, recorded on October 16, 1997, in Book 971016, as Instrument No. 01371, Official Records, Clark County, Nevada, as amended from time to time.

2. That Article Eight be deleted in its entirety and replaced by the following paragraph:

The Association shall have not less than three (3) nor more than five (5) directors, all of whom must be at least eighteen (18) years of age. Except as otherwise provided in Article 9 hereof, the exact number of directors shall be set by the Members of the Association at any annual or special meeting. Except for the members of the Board appointed by Declarant in accordance with these Articles, the Declaration and the Bylaws and the first Board named in these Articles of Incorporation, all members of the Board shall be Members of the Association. The following described persons may serve on the Board as representatives of Members which are not natural persons: one officer or director of a corporation which is a Member, one general partner of a partnership which is a Member, one trustee or beneficiary of a trust which is a Member, one manager or member of a limited liability company which is a Member, and one personal representative of an estate which is a Member. In all events where the person serving or offering to serve as an officer of the Association or member of the Board is not the record Owner, such

person shall file proof of his or her authority in the records of the Association that:

(a) He is associated with the corporate, trust, partnership, limited liability company, or estate Owner as required by this Article; and


(b) Identifies the Lot or Lots owned by the corporate, trust, partnership, limited liability company, or estate Owner.

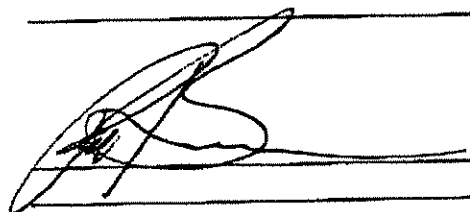
3. That in the second to the last line of the first paragraph of Article Nine, the phrase "first general meeting" be replaced with the phrase "first annual meeting."

4. That Article Ten, paragraph 10.2(c), be deleted in its entirety and replaced by the following paragraph:

(c) Composition of Board of Directors. Notwithstanding anything to the contrary set forth herein, not later than sixty (60) days after conveyance of twenty-five percent (25%) of the Units within the Property to Owners other than Declarant, at least one member and not less than twenty-five percent (25%) of the members of the Board shall be elected by Owners other than the Declarant. Not later than sixty (60) days after conveyance of fifty percent (50%) of the Units within the Subject Property and within any property which may become Annexed Property to Owners other than Declarant, not less than thirty-three and one-third percent (33-1/3%) of the members of the Board shall be elected by Owners other than the Declarant. The Owners shall elect a Board of at least three (3) Members, at least a majority of whom must be Owners, which election shall occur not later than the month following the Declarant's Control Termination Date.

IN WITNESS WHEREOF, this Certificate of Amendment of the Articles of Incorporation for Sunset Greens Homeowners Association has been executed this 3rd day of August, 2001.


_____, President


_____, Secretary