

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Statutory Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lake at Las Vegas Joint Venture		06/18/2007	PARTNERSHIP: NEVADA

**RECEIVING PARTY DATA**

Name:	Lake at Las Vegas Joint Venture, LLC
Street Address:	1600 Lake Las Vegas Parkway
City:	Henderson
State/Country:	NEVADA
Postal Code:	89011
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	1752891	LAKE LAS VEGAS
Registration Number:	1840100	LAKE LAS VEGAS
Registration Number:	1752890	LAKE LAS VEGAS
Registration Number:	1853323	LAKE LAS VEGAS
Registration Number:	2496368	LAKE LAS VEGAS RESORT
Registration Number:	2329913	
Registration Number:	2224592	MONTE LAGO
Registration Number:	2862843	MONTELAGO VILLAGE
Serial Number:	78822329	RAINBOW CANYON
Registration Number:	2339178	REFLECTION BAY
Registration Number:	3049900	STARS ON THE LAKE
Registration Number:	2878282	THE FALLS GOLF CLUB

**CORRESPONDENCE DATA**

CH \$315.00 1752891

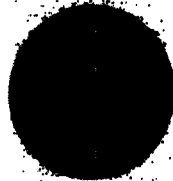
Fax Number: (310)282-2200  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 3102822000 Ext. 2108  
Email: dgrace@loeb.com  
Correspondent Name: David W. Grace  
Address Line 1: 10100 Santa Monica Boulevard  
Address Line 2: Suite 2200  
Address Line 4: Los Angeles, CALIFORNIA 90067-4120

ATTORNEY DOCKET NUMBER:	005608-42339
NAME OF SUBMITTER:	David W. Grace
Signature:	/David W. Grace/
Date:	06/21/2007

Total Attachments: 6  
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STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Filing Acknowledgement

June 18, 2007

<b>Job Number</b>	<b>Limited Liability Company Number</b>	
C20070618-1556	E0424072007-0	
<b>Filing Description</b>	<b>Document Filing Number</b>	<b>Date/Time of Filing</b>
Convert In	20070416449-87	June 18, 2007 11:39:22 AM
<b>Limited Liability Company Name</b>	<b>Resident Agent</b>	
LAKE AT LAS VEGAS JOINT VENTURE, LLC	STEVE SHAPIRO	

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5798  
 Website: secretaryofstate.biz

**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
 Page 1

Filed in the office of 	Document Number <b>20070416449-87</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>06/18/2007 11:39 AM</b>
	Entity Number <b>E0424072007-0</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Conversion**  
 (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Lake at Las Vegas Joint Venture  
 Name of constituent entity

Nevada  
 Jurisdiction

General Partnership  
 Entity type \*

and,

Lake at Las Vegas Joint Venture, LLC  
 Name of resulting entity

Nevada  
 Jurisdiction

Limited Liability Company  
 Entity type \*

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 93.330.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4299  
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**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
**Page 2**

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

cb:

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) \* :

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.; general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

LAKE AT LAS VEGAS JOINT VENTURE

Name of constituent entity

By: TransNeva Limited Partnership, a Nevada limited partnership, managing general partner

By: Transcontinental Properties, Inc., an Arizona corporation, general partner

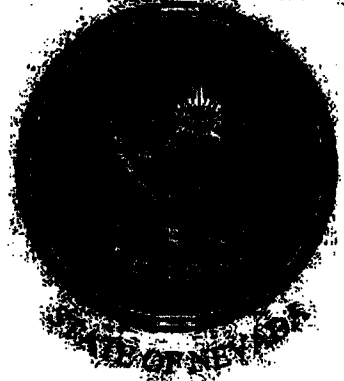
Signature  Title Vice President Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

Filing Fee \$350.00

This form must be accompanied by appropriate fees.

SECRETARY OF STATE



**LIMITED LIABILITY COMPANY CHARTER  
(CONVERSION)**

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that LAKE AT LAS VEGAS JOINT VENTURE, LLC did on June 18, 2007, file in this office the Convert In and Articles of Organization for a Limited Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited Liability Companies in the State of Nevada.

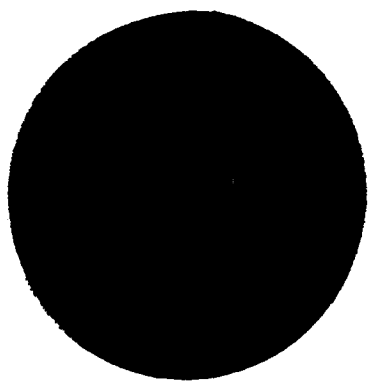
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 18, 2007.

Handwritten signature of Ross Miller.

ROSS MILLER  
Secretary of State

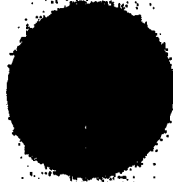
By Handwritten signature of the Certification Clerk.

Certification Clerk



STATE OF NEVADA

ROSS MILLER  
*Secretary of State*



OFFICE OF THE  
SECRETARY OF STATE

SCOTT W. ANDERSON  
*Deputy Secretary  
for Commercial Recordings*

**Filing Acknowledgement**

June 18, 2007

<b>Job Number</b>	<b>Limited Liability Company Number</b>	
C20070618-1556	E0424072007-0	
<b>Filing Description</b>	<b>Document Filing Number</b>	<b>Date/Time of Filing</b>
Articles of Organization	20070416450-19	June 18, 2007 11:39:22 AM
<b>Limited Liability Company Name</b>	<b>Resident Agent</b>	
LAKE AT LAS VEGAS JOINT VENTURE, LLC	STEVE SHAPIRO	

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Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller", written over a horizontal line.

ROSS MILLER  
Secretary of State

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



STATE OF NEVADA  
DEPARTMENT OF TREASURY  
DIVISION OF BUSINESS REGISTRATION

Doc # 1000000-18  
06/21/2007 11:39 AM  
RECEIVED  
DIVISION OF BUSINESS REGISTRATION  
STATE OF NEVADA

**Articles of Organization  
Limited Liability Company  
PURSUANT TO NEVADA**

<b>1. NAME:</b>	Lotus for Vegas Air View, LLC	<b>Check the appropriate box:</b> <input type="checkbox"/>
<b>2. PURPOSE:</b>	Business 1000 Las Vegas Parkway Government Center Building	Nevada 89011 City: Las Vegas
<b>3. TERM:</b>	Indefinite	
<b>4. MANAGED BY:</b>	Company or personally <input type="checkbox"/> <input type="checkbox"/>	
<b>5. MEMBER:</b>	<b>EVANHORN, LLC</b> Name 1000 Las Vegas Parkway Las Vegas, NV 89011 State: NV City: Las Vegas  <b>EVANHORN, SBOC</b> Name 1000 Las Vegas Parkway Las Vegas, NV 89011 State: NV City: Las Vegas Address:	        
<b>6. REGISTERED OFFICE:</b>	Name: 1000 Las Vegas Parkway Las Vegas, NV 89011 State: NV City: Las Vegas	
<b>7. COMMENTS:</b>	I, the undersigned, being the authorized signatory of the company, do hereby certify that the above is a true and correct copy of the Articles of Organization of the company.	

THIS DOCUMENT IS UNRECORDED BY THE STATE OF NEVADA

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