

JUN 3 1988
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ARTICLES OF INCORPORATION

STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }
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Allen J. Beermann
Secretary of State
BENT CREEK HOMEOWNERS ASSOCIATION 9VB 32.00 pd.

The undersigned, for the purpose of incorporating a not-for-profit corporation under the Nebraska Nonprofit Corporation Act, do hereby certify and adopt the following Articles of Incorporation.

ARTICLE I.
Name

The name of the Corporation is BENT CREEK HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association."

ARTICLE II.
Duration

The duration of the Association shall be perpetual, or until the Association is dissolved in accordance with the requirements of the Nebraska Nonprofit Corporation Act.

ARTICLE III.
Purposes of the Association

The purpose of the Association shall be the promotion of the health, safety, recreation, welfare and enjoyment of the residents of Bent Creek, a residential development in Douglas County, Nebraska. Without limitation of the foregoing, the purposes of the Association shall include:

(1) The acquisition, construction, landscaping, improvement, equipment, maintenance, operation, repair, upkeep and replacement of Common Facilities for the general use, benefit and enjoyment of the Members. Common Facilities may include recreational facilities such as parks; dedicated and nondedicated roads, paths, ways and green areas; signs; and entrances for Bent Creek. Common Facilities may be situated on property owned or leased by the Association, or on dedicated property.

(2) The promulgation, enactment, amendment and enforcement of rules and regulations relating to the use and enjoyment of any Common Facilities, provided always that the rules and regulations are uniformly applicable to all Members. However, the rules and

regulations may regulate, limit and restrict use of the Common Facilities to Members, their families, their guests and/or by other persons, who pay fees or other charges in connection with the use or enjoyment of the Common Facility.

(3) The exercise, promotion, enhancement and protection of the privileges and interests of the residents of Bent Creek; and the protection and maintenance of the residential character of Bent Creek.

ARTICLE IV. Membership and Voting

Bent Creek is divided into one hundred forty-seven (147) separate lots (referred to as the "Lots"). The Lots are subject to the Declaration of Covenants, Conditions, Restrictions and Easements of Bent Creek, a Subdivision in Douglas County, Nebraska (hereafter the "Declaration") in which it is provided that the "Owner" of each Lot shall be a member of this Association. For purposes of these Articles and the Declaration, the term "Owner" of a Lot means and refers to the record owner, whether one or more persons or entities, of fee simple title to a Lot, but excluding however those parties having any interest in any of such Lot merely as security for the performance of an obligation (such as a contract seller, the trustee or beneficiary of a deed of trust, or a mortgagee). The purchaser of a Lot under a land contract or similar instrument shall be considered to be the "Owner" of the Lot for purposes of these Articles. Membership shall be appurtenant to ownership of each Lot, and may not be separated from ownership of each Lot.

The Owner of each Lot, whether one or more persons and entities, shall be entitled to one (1) vote on each matter properly coming before the Members of the Association.

ARTICLE V. Additional Members

In Article II of the Declaration, the Declarant reserves the right to expand the property subject to the Declaration to include identified additional residential lots in a subdivision contiguous to any of the Lots. In the event Declarant exercises its rights in this regard, the additional lots shall be considered to be included in the "Lots" for purposes of these Articles, and the Owners of such additional residential Lots shall be Members of the Association with all rights, privileges and obligations accorded or accruing to Members of the Association.

ARTICLE VI.
Powers

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The Association shall have all of the powers conferred upon not for profit corporations under the Nebraska Nonprofit Corporation Act. Without limitation of the foregoing, the Association shall have the powers described in the Declaration including the power to fix, charge and collect dues and assessments to members of the Association.

ARTICLE VII.
Registered Agent

The initial registered agent of the Association is located at 10050 Regency Circle, Omaha, Nebraska 68114, and the initial registered agent at such address is Robert P. Horgan.

ARTICLE VIII.
Officers and Directors

The affairs of the Association shall be managed by a Board of not fewer than three (3) nor more than nine (9) directors, as permitted by applicable law and from time to time as may be set forth in the Bylaws, and by its President, Vice President, Secretary and Treasurer and one or more officers or assistants thereto as from time to time may be authorized by the Bylaws. Until election and qualification of successors, the initial Board of Directors of the Association are three (3) in number, whose names and respective street addresses are:

John R. Maenner
506 South 93rd Street
Omaha, Nebraska 68114

Robert D. Shreve
2659 South 96th Circle
Omaha, Nebraska 68124

Robert P. Horgan
1305 North 129th Circle
Omaha, Nebraska 68154

ARTICLE IX.
Incorporators

The names and respective street addresses of the incorporators are as follows:

John R. Maenner
506 South 93rd Street
Omaha, Nebraska 68114

Robert P. Horgan
1305 North 129th Circle
Omaha, Nebraska 68154

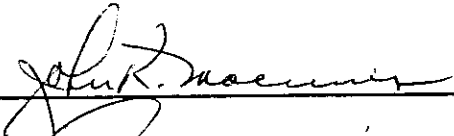
ARTICLE X.
Bylaws

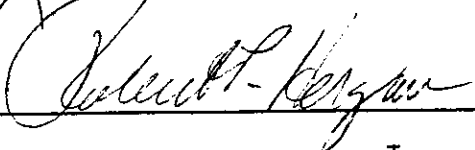
The Directors of the Association have the authority to adopt its initial Bylaws with any provisions found to be appropriate, convenient or necessary for the management and affairs of the Association not inconsistent with law and these Articles of Incorporation, and from time to time, in the manner set out therein, to amend, alter, or revoke all or any part of the Bylaws.

ARTICLE XI.
Amendment

Two thirds of the Members of the Association shall have the authority to, from time to time, alter, amend, revoke all or any part of these Articles of Incorporation.

DATED: December 31, 1987.





Incorporators

DOUGLAS COUNTY CLERK
OMAHA, NEBRASKA
JUN 7 11 34 AM '88

STATE OF

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NEBRASKA



United States of America, } ss.
State of Nebraska

Department of State

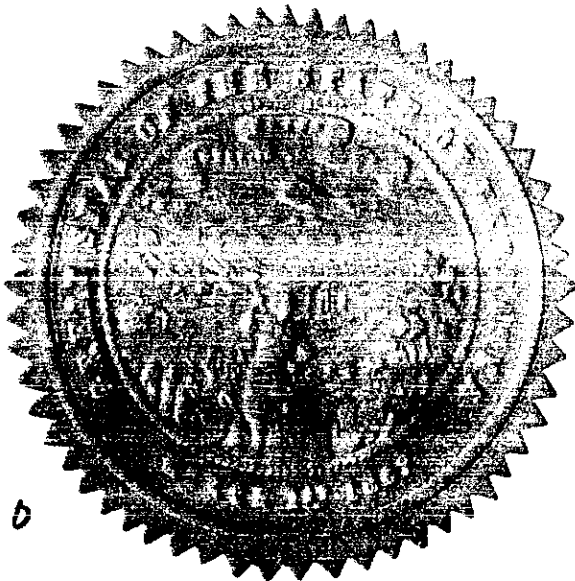
I, Allen J. Beermann, Secretary of State of the
State of Nebraska do hereby certify that

BENT CREEK HOMEOWNERS ASSOCIATION

filed Articles of Incorporation with its
registered office located in Omaha,
Nebraska, in this office as a nonprofit
corporation on June 3, 1988.

I further certify that said corporation
is in good standing as of this date.

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska.

Done at Lincoln this

third

day of June

in the year of our Lord, one thou-
sand nine hundred and eighty-eight.

Allen J. Beermann
SECRETARY OF STATE

DEPUTY

2500