

**BY-LAWS OF
PINE LAKE HEIGHTS HOMEOWNERS
ASSOCIATION, INC.**

ARTICLE I
OFFICES

The principal office of the Corporation in the State of Nebraska shall be located in the City of Lincoln, Nebraska.

The Corporation shall have and continuously maintain in the City of Lincoln, Nebraska a registered office, and a registered agent whose office is identical with such registered office as required by the Nebraska Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. “Property shall mean and refer to the property more particularly described on Exhibit “A” which is attached hereto and incorporated herein by this reference as if fully set forth, together with any Additional Property (as defined in the Covenants) which is added to the property described on Exhibit “A” hereto by or with the consent of the Owner.

Section 2. “Lot” shall mean and refer to any individual residential Lot, for which a Final Plat has been filed with the Register of Deeds of Lancaster County, Nebraska, and which is located on the Property described above.

Section 3. “Dwelling Unit” shall mean and refer to each single family structure constructed on any Lot for residential use as.

Section 4. “Owner” shall mean and refer to Pine Lake Heights Limited Partnership, a Nebraska Limited Partnership and its successors or assigns.

Section 5. “Corporation” shall mean that certain Nebraska non-profit corporation known as Pine Lake Heights Homeowners Association, Inc.

Section 6. “Member” shall mean, to-wit: (a) the Owner, or its successors or assigns; and, (b) every other person or entity who becomes a record owner of a fee or undivided fee interest in any Lot which is located on the Property described in Section 1 above, including contract buyers, but shall not include persons or entities who hold an interest merely as a security for performance of an obligation.

Section 7. “Covenants” shall mean the Protective Covenants filed against the Property with the Register of Deeds of Lancaster County, Nebraska, as the same may be amended from time to time, which designates a Lot Owner (as defined in such Covenants) as a Member of the Corporation.

ARTICLE III MEMBERS

Section 1. Class of Members: The Corporation shall have two (2) classes of Members. The designation of such classes and qualifications and rights of the Members of such classes shall be as follows:

Class A Membership shall include all Members of the Corporation except the Owner. Each Class A Member of the Corporation shall be entitled to all the rights of the Membership and to one vote for each Lot owned by such Member, provided, however, that no more than one vote shall be cast with respect to any one Lot;

Class B Membership shall include only the Owner, or its successors or assigns, who shall be entitled to 2 votes for each Lot owned by the Owner; provided, however, that for each conveyance of a Lot by the Owner to any Class A Member, the number of votes entitled to be cast by the Class B Member shall be reduced by 2.

Section 2. Suspension of Membership: The Board of Directors, by affirmative vote of 1/3 of all Members of the Board, may temporarily suspend a Member for cause after an appropriate hearing. The temporary suspension shall last only until a quorum of the Board of Directors meets to consider the matter. The Board of Directors will consider the matter of the Member’s suspension during the next regularly constituted regular or special meeting. By a majority vote of the Board of Directors at any regularly constituted meeting, the Board of Directors may suspend the Membership of any Member who shall be in default in the payments of any annual or special assessment for the period fixed in Article IX of these By-Laws. The Board of Directors, by affirmative vote of a majority of the

Members of the Board during any regularly constituted meeting, may reinstate the Membership of any Member who has demonstrated to the satisfaction of the Board of Directors that he or she has cured the default which formed the basis for suspending the Member's Membership.

Section 3. Transfer of Membership: Membership in the Corporation is not transferable or assignable; Membership shall be appurtenant to and may not be separated from ownership of any Lot, and ownership of such Lot shall be the sole qualification for Membership.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meeting: An annual meeting of the Members of the Corporation shall be held during the month of April each year, beginning with the year 1995, at a date and time determined by the Board of Directors, for the purpose of electing Directors and for the transactions of such other business as may come before the meeting. If the election of Directors is not accomplished during the annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible. Notice of the specific date and time for the annual meeting shall be provided to the Members pursuant to the provisions set out in Article IV, Section 4 of these By-Laws.

Section 2. Special Meetings: Special Meetings of the Members may be called by the President, the Board of Directors, or not less than one-fourth of the Members having voting rights.

Section 3. Place of Meeting: The Board of Directors may designate any place, within the City Limits of Lincoln, Nebraska, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the registered office of the Corporation in the City of Lincoln, Nebraska; but if all of the Members shall meet at any one time and place, either within or without the State of Nebraska, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings: Written or printed notices stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each Member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or the persons

calling the meeting. In case of a special meeting or when required by statute or these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action by Members: Any action required by law to be taken at a meeting of the Members, or any action which may be taken as a meeting of Members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum: The presence of members in good standing holding the voting rights to ten lots in the Association shall constitute a quorum at such meeting. Once a meeting has been properly convened, a majority of the members present may approve any item for which proper notice was given, and may adjourn the meeting from time to time without further notice, regardless of whether a quorum continues to be present.

Section 7. Proxies: At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail: Where Directors or officers are to be elected by Members or any class or classes of Members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Nebraska or Members of the Corporation.

Section 2. Duties: The duties of the Board of Directors shall be to see that the Covenants are complied with by the Members, and to provide for the maintenance, operation, repair and management of, and to cause the Corporation to pay for the expenses of the Commons and the Common Areas, as identified in the Covenants, in a manner consistent with the overall development of the Property, and to perform such other duties specifically stated in said Covenants. In addition, the Board of Directors may establish and enforce rules and regulations

governing the use of the Property and provide a copy of said rules and regulations to each Member of the Corporation.

Section 3. Number, Tenure and Qualifications: The number of Directors shall be three. Each Director shall hold office for a (1) year term, or until his or her successor shall have been elected and qualified.

Section 4. Regular Meetings: A regular annual meeting of the Board of Directors shall be held without any notice other than these By-Laws, immediately after, and at the same place as the annual meeting of Members. The Board of Directors may provide by resolution the time and place, within the City of Lincoln, Nebraska, for holding of additional regular meetings of the Board without any notice other than such resolution.

Section 5. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the City of Lincoln, Nebraska as the place for holding any special meeting of the Board called by them.

Section 6. Notice: Notice of any special meeting of the Board shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened according to law or the requirements of these By-Laws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Once a meeting of the Board has been properly convened, a majority of the Directors present may adjourn the meeting from time to time without further notice, regardless of whether a quorum is present.

Section 8. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 9. Compensation: Directors as such shall not receive any salaries for their services, but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 10. Vacancies: Any vacancy in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors. If an agreement of a majority of the remaining directors cannot be reached, or if 90 days passes after the creation of the vacancy without a replacement being named by the remaining directors, a special election of the membership shall be held within 150 days of the creation of the vacancy to elect a new director to fill the vacancy. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 11. Informal Action by Directors: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VI OFFICERS

Section 1. Officers: The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

Section 2. Election and Term of Office: The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer

shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President: In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond of the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and

such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Secretary: The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records; keep a register of the post-office address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries: If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX ASSESSMENTS

Section 1. Annual and Special General Assessments: The Board of Directors shall determine, and if necessary, levy and assess annual and special general assessments payable to the Corporation by the Members all in accordance with the Covenants for purposes of maintaining and repairing the Commons and

the Common Areas, as defined in the Covenants, and operating and paying the expenses of the Corporation; provided, however, that all Lots shall be assessed an equal amount.

Upon a two-thirds vote at any duly called meeting of the Corporation by the Members entitled to vote at such meeting, the Membership may determine, levy and/or assess a general special assessment payable to the Corporation for any other purpose, including but not limited to capital improvements of the commons and/or the Common Areas; provided, however, that such general special assessment shall be levied and assessed equally against each lot, and provided, further, that such general special assessment shall be payable by each Member to the Corporation on identical terms and conditions.

Section 2. Specific Special Assessments: In addition to the assessments set forth at Section 1 above, the Board of Directors may from time to time determine, levy and assess specific special assessments payable to the Corporation by any individual Member for any expenses incurred by the Corporation in order to require the compliance by such individual Member with the Covenants. In the event any specific special assessment is made for purposes of requiring any individual Member's compliance with the Covenants, such specific special assessment shall only be levied and assessed against the Lot or Lots owned by such individual Member, and shall not constitute a general assessment or levy against any other Member nor against any Lot owned by any other Member.

Section 3. Purpose of Assessments: Annual general assessments shall be used solely for the expenses of conducting the business of the Corporation, and paying the expenses for the operation, maintenance and repair of the Commons and the Common Area, including the upkeep of landscaping and water detention areas in the Commons and the Common Area, and snow removal from the Common Pedestrian Walkways located in the Commons and the Common Area.

Special general assessments may be for any other expenses of whatever kind in order that the Board of Directors may comply with Article V, Section 2, and Article IX, Section 2, of these By-Laws, as determined by a two-thirds vote, of the Members of the Corporation.

Section 4. Payment of Assessments: Assessments, whether annual, special, or specific unless agreed upon by a two-thirds vote of Membership, shall be payable within thirty (30) days after the mailing of written notice to any Member by the Board of Directors or any officer of the Corporation directed by the Board of Directors to provide notice of the assessment to the Members. Assessments not paid within thirty (30) days after the mailing of written notice of

an assessment are past due, and such Member failing to have paid his or her assessment is in default.

Section 5. Default and Suspension of Membership: When any Member is in default in the payment of any annual, special or specific assessments, the Board of Directors may suspend the voting rights of such Member for any period during which any assessment remains unpaid. In addition, a late charge of ten percent (10%) interest per annum on the unpaid amount of any such assessment shall be charged from and after the date such payment is due until paid in full.

ARTICLE X
INDEMNITY

The corporation shall defend and indemnify the directors and officers from all claims arising from the performance of their duties, except those involving willful misconduct or bad faith.

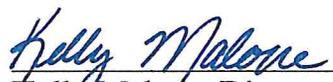
ARTICLE XI
AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a 2/3 vote of the Members present at any regular meeting or at any special meeting if at least ten (10) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

DATED the 3rd day of April, 2004.



Norman Hall, Director



Kelly Malone, Director



Darrell Zuerlein, Director

As adopted at the Association's annual meeting held April 3, 2004.