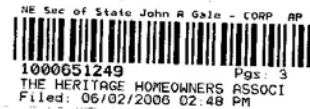


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## ARTICLES OF INCORPORATION OF THE HERITAGE HOMEOWNERS ASSOCIATION, INC.

The undersigned, for the purpose of incorporating and organizing a corporation under the Nebraska Nonprofit Business Corporation Act, does hereby certify and adopt the following Articles of Incorporation:

### ARTICLE I Name

The name of the corporation is The Heritage Homeowners Association, Inc. hereinafter called the "Association."

### ARTICLE II Mutual Benefit Corporation

This Association is a mutual benefit corporation.

### ARTICLE III Principal Office

The principal office of the Association is located at 9719 Giles Road; La Vista, Nebraska 68128.

### ARTICLE IV Registered Agent

Timothy W. Young, is hereby appointed the initial registered agent of this Association and the registered office of the Association is located at 9719 Giles Road; La Vista, Nebraska 68128.

### ARTICLE V Purpose and Powers

This Association does not contemplate pecuniary gain or profit either to it or to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Improvements and Common Areas within The Heritage subdivision in Douglas County, Nebraska; and to operate and promote the development as a first class residential subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for The Heritage, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Douglas County, Nebraska, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nebraska NonProfit Business Corporation Act as amended from time to time.

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### ARTICLE VI MEMBERSHIP

The Association shall have members. The record owner of each Lot in The Heritage subdivision, including contract purchasers, shall be a member of the Association. The foregoing is not intended to include mortgagees, trustees holding deeds of trust, or other persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

### ARTICLE VII VOTING RIGHTS

The voting rights shall be governed by the provisions of the Declaration and By Laws.

### ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, the number of which shall be not less than three (3) nor more than five (5), the exact number within such range to be determined by the Board of Directors. The Board of Directors will be selected at the initial meeting of the Members.

### ARTICLE VIX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the memberships in the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed to the members of the Association.

### ARTICLE X DURATION

The corporation shall exist perpetually.

### ARTICLE XI AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the memberships in the Association.

### ARTICLE XII INCORPORATOR

The name of the Incorporator of the Company is Brian C. Doyle whose mailing address is 11440 West Center Road, Omaha, NE 68144. Effective upon the filing of these Articles of Incorporation in accordance with the Act, the Incorporator shall have no right, title and interest in and to any membership or property of the Company nor any right in the management thereof.

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IN WITNESS WHEREOF, the undersigned, being duly authorized under the laws of the State of Nebraska, has executed these Articles of Incorporation of The Heritage Homeowner Association, Inc., this 1 day of June, 2006.

INCORPORATOR:

  
Brian C. Doyle