

**ARTICLES OF INCORPORATION
OF
RIDGEWOOD HOMEOWNERS ASSOCIATION**

NE Sec of State John A Sale - CORP RP
1000707258 Page: 4
RIDGEWOOD HOMEOWNERS ASSOCIATI
Filed: 03/13/2007 01:27 PM

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

**ARTICLE I.
Name**

The name of the Corporation is Ridgewood Homeowners Association, hereinafter referred to as the "Association."

**ARTICLE II.
Designation**

The Association is a mutual benefit corporation.

**ARTICLE III.
Duration**

The Association shall have perpetual duration.

**ARTICLE IV.
Purposes of the Association**

The purpose of the Association shall be to act as the Association under: (i) the Declaration of Covenants, Conditions, Restrictions and Easements for Ridgewood, a Subdivision in Douglas County, Nebraska, dated March 5, 2007, filed in the records of the Douglas County Register of Deeds on March 7, 2007, Instrument No. 2007-025645, (ii) any declarations recorded against subsequent phases of Ridgewood, all as may be amended from time to time (herein collectively referred to as the "Declaration"), for the health, safety, recreation, welfare and enjoyment of the residents of Ridgewood, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, together with such additional lots as shall be developed in additional phases or parts of Ridgewood (herein the "Property"), and (iii) the Subdivision Agreement and Maintenance Agreement with the City of Bennington.

ARTICLE V.
Membership and Voting

The Association shall have members. The Property has presently been divided into lots defined in the Declaration as the Lots, Duplex Lots, Senior Housing Lots and Outlots and will also include additional lots in subsequent phases or parts of Ridgewood all of which are being regulated by the Association (referred to as the "Ridgewood Lots"). For purposes of these Articles and the Declaration, the term "owner" of a Ridgewood Lot means and refers to the record owner, whether one or more persons or entities, of fee simple title to a Ridgewood Lot, but excluding, however, those parties having any interest in any of such Ridgewood Lots 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 Ridgewood Lot under a land contract or similar instrument shall be considered to be the "owner" of the Ridgewood Lot for purposes of these Articles. Membership shall be appurtenant to ownership of each of the Lots, Duplex Lots and Senior Housing Lots as defined in the Declaration. The owner of each Lot, as defined in the Declaration, whether one or more persons and entities, shall be a Member and shall be entitled to one (1) vote on each matter properly coming before the Members of the Association. The owner of each Duplex Lot, as defined in the Declaration, whether one or more persons and entities, shall be a Member and shall be entitled to two (2) votes on each matter properly coming before the Members of the Association, provided, however at such time as there is a replatting or administrative subdivision of a Duplex Lot into two (2) lots, each subdivision Duplex Lot shall have one (1) vote on each matter properly coming before coming before the Members of the Association. The owner of each Senior Housing Lot, as defined in the Declaration, whether one or more persons and entities, shall be a Member and as to Lot 144, shall be entitled to fifteen (15) votes, as to Lot 145 shall be entitled to ten (10) votes, and as to Lot 146, shall be entitled to five (5) votes on each matter properly coming before the Members of the Association.

ARTICLE VI.
Powers and Dissolution

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 and authority described in the Declaration, as amended from time to time, including the power to fix, charge and collect charges, dues and assessments to members of the Association. No part of the net earnings of the Association shall inure to the benefit of any private member, trustee, director, or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above. The Association is irrevocably dedicated to operate exclusively for the purposes stated in Article IV above, and upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner as shall at that time qualify under the Internal Revenue Code, as amended, and on the terms and in the manner as the Board of Directors shall determine at that time.

ARTICLE VII.
Registered Agent

The initial registered office of the Association is located at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114, and the initial registered agent at such address is James D. Buser.

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:

Michael Kahre
11506 Nicholas Street
Omaha, Nebraska 68154

Patrick Day
11506 Nicholas Street
Omaha, Nebraska 68154

Kevin Petersen
11506 Nicholas Street
Omaha, Nebraska 68154

ARTICLE IX.
Incorporators

The name and street address of the incorporators are as follows:

Michael Kahre
11506 Nicholas Street
Omaha, Nebraska 68154

Patrick Day
11506 Nicholas Street
Omaha, Nebraska 68154

ARTICLE X.
Bylaws

The Directors of the Association shall 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.
Abatement of Dues and Assessments

The Board of Directors may abate all or part of the dues and assessments due in respect of any Ridgewood Lot. All dues and assessments due in respect of any Ridgewood Lot shall be abated during the period such lot is owned by the Declarant under the Declaration.

ARTICLE XII.
Indemnification

The Corporation shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article shall not be deemed exclusive of any other right to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaws of this Association, agreement, vote or consent of shareholders or disinterested directors or otherwise.

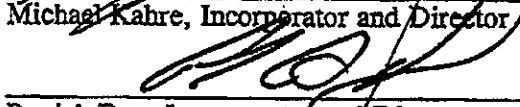
ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended or modified in accordance with the requirements of the Business Corporation Act, provided, however, that alteration, amendment, or revocation of Article XI of these Articles of Incorporation shall require approval by not less than ninety-seven percent (97%) of the Members of the Association.

DATED: March 9, 2007.



Michael Kahre, Incorporator and Director



Patrick Day, Incorporator and Director



Kevin Petersen, Director