

ARTICLES OF INCORPORATION
OF
HILLSBOROUGH VILLAS ASSOCIATION

NOV 30 1968
STATE OF NEBRASKA
SECRETARY'S OFFICE
Received filed and recorded on
film roll no. 98-30
at page 288
Secretary of State
By CH 3000 p 1124

KNOW ALL MEN BY THESE PRESENTS that the undersigned have come forward for the purpose of forming a nonprofit corporation under the Nebraska Nonprofit Corporation Act and for that purpose does hereby adopt these Articles of Incorporation.

ARTICLE I.

The name of the corporation is Hillsborough Villas Association.

ARTICLE II.

This corporation is a mutual benefit corporation and shall have members.

ARTICLE III.

The purposes for which this corporation is organized are as follows:

To engage in the civic, nonprofit work of acquiring, maintaining and keeping in good repair, on a nonprofit basis, the grounds and improvements thereon included within Lots 12 through 96, inclusive, of Hillsborough Estates, a subdivision in Douglas County, Nebraska (and such additional lots in such subdivision as may become subject to the Declaration referred to below), and to assist in providing safe, decent and well maintained housing for the owners and residents in such subdivision.

To exercise all of its corporate powers for such charitable, benevolent, eleemosynary, educational, civic, patriotic, and cultural purposes as the directors of the corporation shall designate from time to time.

To exercise all of the powers and privileges available under law and to perform all of the duties and obligations of this corporation, as set forth in a certain "Declaration of Covenants, Conditions and Restrictions" applicable to Lots 12 through 96, inclusive, of Hillsborough Estates, a subdivision in Douglas County, Nebraska, as surveyed, platted and recorded, and such additional lots as may be subject thereto as provided therein.

ARTICLE IV

The street address of the corporation's initial registered office is 2757 Harney Street, Omaha, Nebraska 68131, and the name of its initial registered agent at such address is Terrence J. Ficenec.

ARTICLE V.

The number of directors constituting the initial Board of Directors shall be three (3) and the names and street addresses of the persons who are to serve as the initial directors are:

Terrence J. Ficenec
5610 "A" Street
Omaha, Nebraska 68106

Patricia S. Devaney
3132 South 44th Avenue
Omaha, NE 68105

Karen E. Ficenec
5610 "A" Street
Omaha, Nebraska 68106

ARTICLE VI.

The name and street address of each incorporator of the corporation are:

Terrence J. Ficenec
5610 "A" Street
Omaha, NE 68106

Patricia S. Devaney
3132 South 44th Avenue
Omaha, NE 68105

ARTICLE VII.

The private property of the members of the corporation shall not be subject to the payment of any corporate debts whatsoever.

ARTICLE VIII.

Every person or entity who is the record owner of the fee title or an undivided interest in the fee title in any lot which is subject to the above-mentioned Declaration of Covenants, Conditions and Restrictions, except those having such interest merely as security for the performance of an obligation, and the purchaser under a recorded contract for the sale and purchase of any such lot, under which the seller retains title solely as security for the performance of the purchaser's obligation under the contract, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any lot which is subject to assessment by this corporation.

The corporation shall have two classes of voting membership.

Class "A" members are all owners, with the exception of the Declarant referred to in the aforementioned Declaration of Covenants, Conditions and Restrictions, its successors and assigns (the "Declarant"). Each Class "A" member shall be entitled to one (1) vote for each lot owned. When there is more than one (1) person or entity holding an interest in any lot, then all such persons or entities shall be members; provided, however, that the vote for each such lot shall be exercised as

such persons or entities shall determine, but in no event shall more than one (1) vote be cast with respect to any one (1) lot.

Class "B" members shall be the Declarant, which shall be entitled to nine (9) votes for each lot owned by the Declarant. The Class "B" membership shall cease and be converted to Class "A" membership upon the occurrence of the first of the following events:

- (a) The date on which the total votes outstanding in the Class "A" membership shall equal the total votes outstanding in the Class "B" membership, and
- (b) The 1st day of January, 2008.

ARTICLE IX.

The corporation shall neither have nor issue shares of stock. No dividend shall be paid and no part of the income of the corporation shall inure to the benefit of or be distributed to its members, directors or officers.

ARTICLE X.

The management of this corporation shall be vested in a Board of Directors of not less than three (3) directors, and in a president, vice-president, secretary and treasurer, all of whom shall be elected as provided in the Bylaws. Directors and officers need not be members of this corporation. Any two offices except those of president and secretary or president and vice president may be held by one person. The Bylaws may provide for additional directors and officers. The regular annual meeting of the members of this corporation shall be held at the time and place as set forth in the Bylaws. The regular annual meeting of the Board of Directors of the corporation shall be held on the date and at the time as set forth in the Bylaws.

ARTICLE XI.

The internal affairs of the corporation shall be controlled by the Bylaws which shall initially be adopted by the initial Board of Directors. The power to alter, amend, or repeal the Bylaws, or any part thereof, and to adopt new Bylaws, shall be vested in the members, subject, however, to any limitations contained in the initial Bylaws or by statute. Such alterations, amendments, or repeal may be made at any annual, regular or special meeting of the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less.

ARTICLE XII.

The corporation reserves the right to amend, alter, change, or repeal, any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights herein conferred upon members or others are granted subject to this reservation.

ARTICLE XIII.

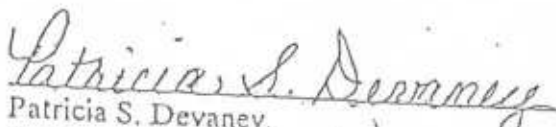
The corporation may be dissolved with the approval of each class of members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less, of each such class. Upon dissolution of this corporation, other than as incident to a merger or consolidation, the assets of this corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was chartered. In the event that any such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization which entity shall devote the assets to such similar purposes.

ARTICLE XIV.

The corporation shall indemnify any past or present director or officer of the corporation to the fullest extent permitted by the Nebraska Nonprofit Corporation Act as so amended from time to time.

IN WITNESS WHEREOF, the undersigned incorporators and initial directors have executed these Articles of Incorporation this 10 day of November, 1998.


Terrence J. Ficene,
Incorporator and Director


Patricia S. Devaney,
Incorporator and Director


Karen E. Ficene,
Director