

**ARTICLES OF INCORPORATION
OF THE RESIDENCES ON THE GREEN
AT PACIFIC SPRINGS
HOMEOWNERS ASSOCIATION**

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 The Residences on the Green at Pacific Springs Homeowners Association, herein after 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 the Declaration of Covenants, Conditions, Restrictions and Easements of The Residences on the Green at Pacific Springs, a subdivision in Douglas County, Nebraska dated August 8, 2005 and filed with the Douglas County Register of Deeds on August 9, 2005, Instrument Number 2005097131, as may be amended from time to time (the "Declaration"). The Association shall further act in the interest of the health, safety, recreation, welfare and enjoyment of the owners of real estate subject to the Declaration (the "Property").

**ARTICLE V
MEMBERSHIP AND VOTING**

The Association shall have members. The Property has been divided into 28 residential lots and 2 outlots. Each platted lot, other than Outlot A and Outlot B, shall be referred to herein as a "Lot." The record owner of each Lot shall be a member of the Association and shall be entitled to vote. One vote may be casted by the owner of each Lot. Those parties having any interest in a Lot merely as security for performance of an obligation (such as a contract seller, trustee or beneficiary of a deed of trust, or a mortgagee) shall not be entitled to vote.

Membership shall be appurtenant to the ownership of each Lot and may not be separated from ownership of a Lot.

ARTICLE VI POWERS AND DISSOLUTION

The Association shall have all the powers conferred upon a not-for-profit corporation under the Nebraska Nonprofit Corporation Act. Without limiting the foregoing, the Association shall have the powers and authority described in the Declaration, as may be 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 as the Association may 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 the Declaration and these Articles of Incorporation. The Association is irrevocably dedicated to operate exclusively for the purposes stated in the Declaration and these Articles of Incorporation, and upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Association, dispose of all of 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 agent of the Association shall be Mark J. LaPuzza, located at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114. The initial registered office of the Association shall be 19507 Pierce Street, Omaha, Nebraska 68130.

ARTICLE VIII OFFICERS AND DIRECTORS

The affairs of the Association shall be managed by a Board of not fewer than two (2) nor more than five (5) 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 two (2) in number, whose names and respective street addresses are:

Charles Sullivan
19507 Pierce Street
Omaha, NE 68130-2893

Chad Muhle
19507 Pierce Street
Omaha, NE 68130-2893

John Miles
19507 Pierce Street
Omaha, NE 68130-2893

**ARTICLE IX
INCORPORATORS**

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

Charles Sullivan
19507 Pierce Street
Omaha, NE 68130-2893

Chad Muhle
19507 Pierce Street
Omaha, NE 68130-2893

**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 Lot. All dues and assessments due in respect of any Lot shall be abated during the period such lot is owned by the Declarant under the Declaration.

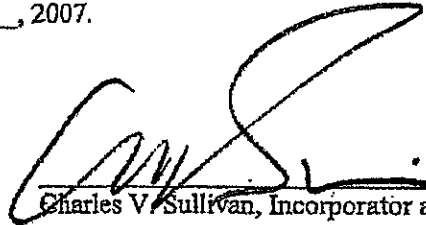
**ARTICLE XII
INDEMNIFICATION**

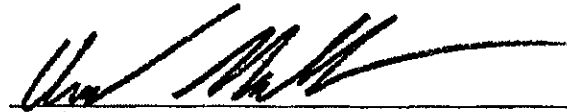
The Corporation shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article shall not be 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: 9.18.07, 2007.


Charles V. Sullivan, Incorporator and Director


Chad Muhle, Incorporator and Director


John Miles, Director

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