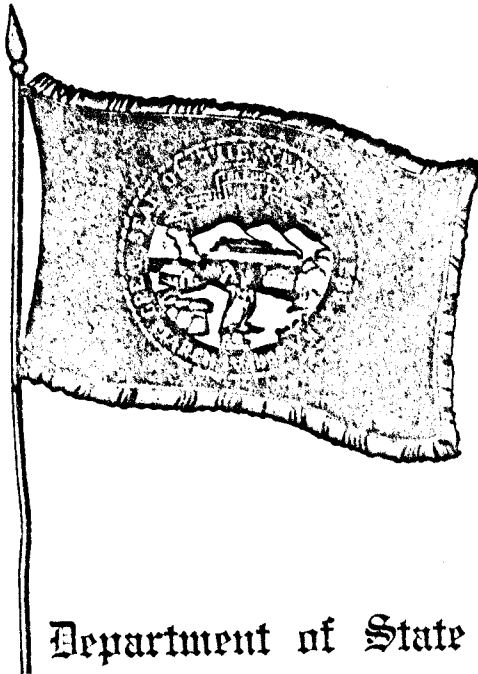


STATE OF



NEBRASKA

Department of State

I, Allen J. Beermann, Secretary of State of the State of Nebraska do hereby certify that

Articles of Incorporation of

133 ESTATES HOMEOWNERS ASSOCIATION

whose registered office is located in Omaha, Nebraska, were filed in this office as a nonprofit corporation on June 14, 1976, and recorded on film roll No. 76-8 at Page No. 697, Miscellaneous Incorporations.

1976 JUN 29 AM 9:07

STATE OF NEBRASKA, COUNTY OF WASHINGTON SS 1693
RECORDED IN NUMERICAL INDEX AND FILED FOR RECORD
IS 29th DAY OF June A.D. 1976
9:07 O'CLOCK A M. AND RECORDED IN BOOK
109 AT PAGE 43-46
COUNTY CLERK Charlotta B. Peterson
DEPUTY W. A. Thompson

In Testimony Whereof,

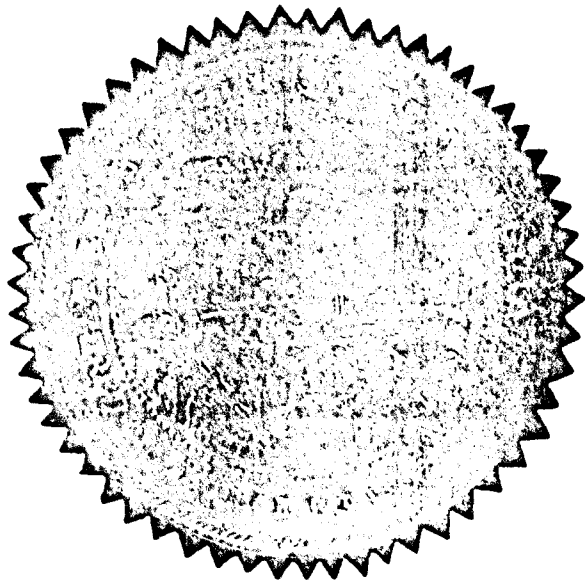
I have hereunto set my hand and affixed the Great Seal of the State of Nebraska.

Done at Lincoln this

Fourteenth

of June

in the year of our Lord, one thousand nine hundred and seventy-six



Allen J. Beermann
SECRETARY OF STATE

In compliance with the requirements of Section 21-1901 to 21-1991, R. S. Nebraska, the undersigned, all of whom are residents of Nebraska and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of this corporation is 133 ESTATES HOMEOWNERS ASSOCIATION (hereinafter called the "Association" or the "Corporation").

ARTICLE II

The initial registered office of the Association is located at Suite 503, 7171 Mercy Road, Omaha, Nebraska 68106, and Dennis B. Andersen at said address is hereby appointed the initial registered agent of the Association.

ARTICLE III

The names and addresses of each incorporator of the Association are as follows:

- Dennis B. Andersen Suite 503, 7171 Mercy Rd., Omaha, Nebraska
- Ronald W. Hunter 140 Univac Bldg. 7100 West Center Road, Omaha, Nebraska

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are the following:

- (a) To advance the welfare of the homeowners in all matters of mutual interest in 133 Estates, a subdivision in Washington County, Nebraska (hereinafter referred to as the "Subdivision").
- (b) To build, install, own, operate, and repair the water system which serves all of the lots in the Subdivision, including the well, water pumps, water lines, and all appropriate easements located within or outside of the Subdivision.
- (c) To own such other easements in the Subdivision for utilities (such as, but not limited to, electrical power, telephone service, sanitary sewers, storm sewers, gas lines, or any other utilities) as the Association may in its discretion subsequently install or to have installed and to grant such rights to such utility companies in such easements as shall be necessary to obtain said utilities.

(d) to at all times be a non-profit, non-sectarian, and to operate for the improvement of the Subdivision.

ARTICLE V

MEMBERSHIP

All lot owners, including joint owners, in the Subdivision shall be members in the Association, all as set forth in the Association's By-Laws.

ARTICLE VI

VOTING RIGHTS

Each lot in the Subdivision shall be entitled to cast such votes in all elections and all other matters as is set forth in the Association's By-Laws.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of not less than three (3) Directors nor more than seven (7) Directors, all as is set forth in the Association's By-Laws. A Director need not be an owner of a lot in the Subdivision. All Directors shall serve for a term of one year and until their successors are duly elected and qualified. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Dennis B. Andersen	Suite 503, 7171 Mercy Road, Omaha, Nebraska
Ronald W. Hunter	140 Univac Bldg., 7100 W. Center Rd. Omaha, Nebraska
John P. Houlihan	140 Univac Bldg., 7100 W. Center Rd. Omaha, Nebraska

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the favorable recommendation of the Board of Directors and the favorable vote of at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast, all as is set forth in the Association's By-Laws. Upon dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency or another non-profit corporation, such as a Sanitary and Improvement District, for use for purposes similar to those for which the Association was created.

ARTICLE IX

DURATION

This Corporation shall have perpetual existence.

ARTICLE X

AMENDMENTS

Amendments of these Articles of Incorporation shall require the favorable vote of at least two-thirds of the votes which members present at a meeting of the members in person and by proxy are entitled to cast, all as is set forth in the Association's By-Laws.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 11th day of June, 1976.

Dennis B. Andersen
Dennis B. Andersen

Ronald W. Hunter
Ronald W. Hunter

STATE OF NEBRASKA }
SECRETARY'S OFFICE } S3
Received and filed for record JUN 14 1976
and recorded on film roll No. 76-8
Miss [unclear] at page 697
Allen J. Beermann
Secretary of State
By [Signature]

STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }
Received and filed for record Jul 19 1976
and recorded on film roll No. 26-10
Miss Clark at page 387

1976 JUL 30 AM 9:03

ARTICLES OF INCORPORATION

OF

133 ESTATES DEVELOPMENT CO.

Allen J. Beermann
Secretary of State
By [Signature]

The undersigned natural person of the age of twenty-one years or more, acting as an incorporator of a corporation under the Nebraska Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I.
NAME

The name of this Corporation shall be 133 Estates Development Co.

ARTICLE II.
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III.
PURPOSES

The purposes for which this Corporation is organized are the following:

(a) To own, buy, sell, hold, develop, improve, subdivide, build, lease, pledge, encumber and otherwise deal and invest in real property of every nature and description and wherever situated.

(b) To operate and conduct a general construction and contracting business, including the designing, construction, enlarging, repairing, remodeling or otherwise engaging in any work of any type whatsoever upon buildings, highways, roads, sidewalks, curbing, guttering, or bridges; to engage in wood, brick, concrete, stone, cement, masonry, iron, steel, earth and other constructions; to execute contracts and to receive assignments of contracts therefore, or relating thereto; and to manufacture and furnish building materials and supplies connected therewith.

(c) To manufacture, use, distribute, and sell goods, wares, merchandise, implements, machines and products of every kind and description.

STATE OF NEBRASKA, COUNTY OF WASHINGTON) SS 1976
ENTERED IN NUMERICAL INDEX AND FILED FOR RECORD
THIS 30th DAY OF July A.D. 1976
AT 10:03 O'CLOCK AM AND RECORDED IN BOOK
109 AT PAGE 381-389
COUNTY CLERK Charlotta Polch
DEPUTY [Signature]

(d) To do everything necessary, proper, advisable or convenient, for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or by these Articles of Incorporation.

ARTICLE IV.
POWERS

The Corporation shall have and exercise all powers and rights conferred upon corporations by the Nebraska Business Corporation Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights, not otherwise denied corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article III above.

ARTICLE V.
AUTHORIZED SHARES

The capital stock of this Corporation shall be Ten Thousand Dollars (\$10,000) which shall be divided into Ten Thousand (10,000) shares of common stock with a par value of \$1.00 each.

ARTICLE VI.
INTEREST OF DIRECTORS
IN TRANSACTIONS

In the absence of fraud, no contract or other transaction between the Corporation and any other person, corporation, firm, syndicate, association, partnership, or joint venture shall be wholly or partially invalidated or otherwise affected by reason of the fact that one or more of the directors of the Corporation, are or are to become directors or officers of such other corporation, firm, syndicate or association, or members of such partnership or joint venture, or are pecuniarily or otherwise interested in such contractual transaction, provided, that the fact such director or directors of the Corporation are so situated or so interested or both, shall be disclosed or shall have been known to the Board of Directors of the Corporation. Any director or directors of the Corporation who is also a director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership, or joint venture, or pecuniarily or otherwise interested in such contract or transaction, may be counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction and in the absence of fraud, and as long as he acts in good faith, any such director may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a

director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership, or joint venture, or pecuniarily or otherwise interested in such contract or transaction.

ARTICLE VII.
INITIAL REGISTERED OFFICE AND
INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 140 UNIVAC Building, 7100 West Center Road, Omaha, Nebraska, 68106, and the initial registered agent at such address is Ronald W. Hunter.

ARTICLE VIII.
NAME AND ADDRESS
OF INCORPORATOR

The name and address of the Incorporator is Ronald W. Hunter, at 140 UNIVAC Building, 7100 West Center Road, Omaha, Nebraska, 68106.

Dated July 15, 1976.
Ronald W. Hunter
Incorporator