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Inst # 2011045974 Fri Oct 21 12:05:41 CDT 2011
Filing Fee \$105.00
Lancaster County, NE Assessor/Register of Deeds Office NOTICE
Pages 15

After Recording, Return To
Tim O'Neill
Harding & Shultz, L L O, P C
P O Box 82028
Lincoln, NE 68501-2028
(402)434-3000

CERTIFICATE

The undersigned officer of The Reserve and Terraces at Firethorn Homeowners' Association, a Nebraska non-profit corporation (the "Association"), hereby certifies that the attached documents are duplicate originals of the Articles of Incorporation and Bylaws of the Association and that said Articles and Bylaws have not been amended or restated and are in full force and effect as of the date hereof

This Certificate should be recorded in connection with the following-described real estate (as defined in NEB REV STAT § 76-201):

Lots 1 - 20, inclusive, Block 1, and Outlot "B", Firethorn 27th Addition, Lincoln, Lancaster County, Nebraska, and

FI 27
FI 28

Outlot "A", Firethorn 28th Addition, Lincoln, Lancaster County, Nebraska; and

Lots 1 - 16, Block 1, Lots 1 - 18, Block 2, Outlots "A," and "B" and Blocks C and D, Firethorn 32nd Addition, Lincoln, Lancaster County, Nebraska (Blocks C and D are also known as outlots C and D, Firethorn 32nd Addition, Lincoln, Lancaster County, Nebraska, per corrective Affidavit of Surveyor, dated August 2, 2011 and recorded in the office of the Register of Deeds of Lancaster County, Nebraska as Instrument No. 2011-033123)

FI 30

Dated: Oct. 21, 2011.

THE RESERVE AND TERRACES AT FIRETHORN
HOMEOWNERS' ASSOCIATION

By [Signature]
Tim Tewes, Secretary

STATE OF NEBRASKA)
) ss
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 21st day of October 2011, by Tim Tewes, Secretary of The Reserve and Terraces at Firethorn Homeowners' Association, a Nebraska non-profit corporation, on behalf of the corporation



[Signature]
Notary Public

**ARTICLES OF INCORPORATION
OF
THE RESERVE AND TERRACES AT FIRETHORN HOMEOWNERS' ASSOCIATION**

The undersigned, being a person of the age of twenty-one years or more, pursuant to the Nebraska Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be: The Reserve and Terraces at Firethorn Homeowners' Association. For convenience, the corporation will hereinafter be referred to herein as the "Association."

**ARTICLE II
Mutual Benefit Corporation**

The Association is a mutual benefit corporation.

**ARTICLE III
Duration**

The period of duration of the Association shall be perpetual.

**ARTICLE IV
Purpose**

The Association is organized for the purpose of enforcing the Declaration of Covenants and Restrictions, dated April 22, 2008 and recorded in the office of the Register of Deeds of Lancaster County, Nebraska as Instrument No. 2008-018540, together with an Amendment to Declaration of Covenants and Restrictions, dated March 7, 2010 and recorded in the office of the Register of Deeds of Lancaster County, Nebraska as Instrument No. 2010-015385, and any subsequent amendments (collectively, the "Restrictive Covenants") with respect to the real property legally described on Exhibit "A" attached hereto and incorporated herein and any additional property which is subsequently subjected to said Restrictive Covenants (collectively referred to herein as the "Properties"), and managing, maintaining and caring for the "Commons" and "Townhome Commons" (as such terms are defined in the Restrictive Covenants) and the private improvements and plants in the medians and islands of all streets and roadways passing through the Properties. All terms not otherwise defined herein shall have the meaning ascribed to such terms in the Restrictive Covenants.

ARTICLE V
Association's Net Earnings

No part of the net earnings of the Association shall inure (other than by acquiring, constructing or providing management, maintenance and care of the Commons and Townhome Commons, and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any member, director or officer of the Association, or any private individual. However, reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes. Additionally, no member, director or officer of the Association, or any private individual, shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

ARTICLE VI
Distribution of Assets on Dissolution of Association

Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed to the City of Lincoln, Nebraska, Lancaster County, Nebraska or to any nonprofit corporation, association, trust or other organization organized for purposes similar to those for which the Association was created.

ARTICLE VII
Powers

The Association shall have the power to do the following: (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 Restrictive Covenants; (b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments levied or assessed pursuant to the terms of the Restrictive Covenants, (c) pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association; and (d) possess and exercise all powers conferred by the laws of the State of Nebraska upon corporations organized and existing under the Nebraska Nonprofit Corporation Act, Neb. Rev. Stat. § 21-1901, et seq., to the extent not inconsistent herewith, including the power to indemnify its directors and officers as provided by law or in the Association's Bylaws.

ARTICLE VIII
Registered Office and Agent

The street address of the Association's initial registered office is 800 Lincoln Square, 121 South 13th Street, Lincoln, Nebraska 68508. The registered agent at such address is Tim O'Neill

ARTICLE IX
Membership; Voting Rights

A. The Association will have members.

B. Every person or entity who becomes a titleholder of a fee or undivided fee interest in any lot within the Properties (a "Lot") shall be a member of the Association, excluding any person or entity who holds such interest merely as security for the performance of an obligation. Membership in the Association shall be appurtenant to and may not be separated from ownership of any Lot within the Properties, and ownership of a Lot shall be the sole qualification for membership. The Board of Directors of the Association shall adopt Bylaws for the conduct of the Association's business, which Bylaws shall provide for the election of directors and officers. Each member of the Association shall be subject to the obligations, assessments and liens imposed by the Restrictive Covenants, these Articles of Incorporation (as amended or restated from time to time), the Bylaws (as amended or restated from time to time), and rules and resolutions adopted from time to time by the Board of Directors of the Association.

C. Annual and special assessments for the management, maintenance, improvement and care of the Commons and Townhome Commons and other special assessments specifically provided for in the Restrictive Covenants shall be levied and assessed against the members of the Association in accordance with the provisions of the Restrictive Covenants. The members of the Association agree to pay any such assessment within ten (10) days after notice of such assessment is mailed. In addition to any amount due or any other relief or remedy obtained against a member who is delinquent in the payment of any assessment, each member shall be responsible for such additional costs, fees, charges and expenditures as the Association may incur or levy in the process of collecting from that member monies due and delinquent or enforcing the obligations under the Restrictive Covenants, all in accordance with the terms and provisions of the Restrictive Covenants. The amount of each Lot's assessment shall be a charge on the Lot and shall be a continuing lien upon the Lot; provided, however, such lien shall be subordinate to the lien of any mortgage or deed of trust placed upon the Lot against which the assessment is levied. The amount of the assessment shall also be the personal obligation of the person or entity who was the owner of such Lot at the time the notice of such assessment was mailed.

D. The Association shall have two classes of membership as provided in the Restrictive Covenants. Class 1 membership shall include all members of the Association except the "Developers" (as such term is defined in the Restrictive Covenants) and any successor in interest. Class 2 membership shall include only the Developers and any successor in interest. The Class 2 membership shall be converted

to Class 1 membership when the total number of votes entitled to be cast by Class 1 members equals the total number of votes entitled to be cast by the Class 2 members.

E. Each Class 1 member shall have one (1) vote per Lot owned. The Class 2 member shall be entitled to eight (8) votes per Lot owned.

ARTICLE X
Amendments

Amendment of these Articles of Incorporation shall require a vote of two-thirds (2/3) of the votes entitled to be cast at a meeting of the members where a quorum is present or by a majority of the voting power of the members, whichever is less. In accordance with NEB. REV. STAT. § 21-19,114(a)(2), an amendment to the Association's Bylaws may be adopted by either of the following methods:

- (a) By the corporation's Board of Directors, if the amendment does not (i) relate to the number of directors, the composition of the Board of Directors, the term of office of the directors or the method or way in which directors are elected or selected or (ii) conflict with either the Restrictive Covenants or these Articles of Incorporation, as amended; or
- (b) By the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less.

ARTICLE XI
Incorporator

The name and street address of the incorporator is Tim Tewes, 8435 Firethorn Lane, Lincoln, Nebraska 68520.

Dated: 9-27, 2011



Tim Tewes, Incorporator

The undersigned Assistant City Attorney for the City of Lincoln, Nebraska hereby acknowledges his/her review and approval of the foregoing Articles of Incorporation of The Reserve and Terraces at Firethorn Homeowners' Association solely for the purpose specified in Lincoln Municipal Code section 26.23.170 on this 26th day of September, 2011



Assistant City Attorney

EXHIBIT "A"
Legal Description of
Property

Lots 1 – 20, inclusive, Block 1, and Outlot "B", Firethorn 27th Addition, Lincoln, Lancaster County, Nebraska; and

Outlot "A", Firethorn 28th Addition, Lincoln, Lancaster County, Nebraska; and

Lots 1 - 16, Block 1, Lots 1 – 18, Block 2, and Outlots A, B, C and D, Firethorn 32nd Addition, Lincoln, Lancaster County, Nebraska.

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BYLAWS
OF
THE RESERVE AND TERRACES AT FIRETHORN HOMEOWNERS' ASSOCIATION

Article I. Offices

Section 1. Principal Office The principal office of The Reserve and Terraces at Firethorn Homeowners' Association (the "Association") in the State of Nebraska will be located at such address specified from time to time by resolution of the Board of Directors. The Association may have such other offices, either in or outside the State of Nebraska, as the Board of Directors may determine or as the affairs of the Association may require from time to time

Section 2. Registered Office The Association will have and continuously maintain a registered office in Nebraska and a registered agent at such registered office. The registered office may be, but need not be, identical with the principal office, and the registered office and registered agent may be changed from time to time by the Board of Directors.

Article II. Members

Section 1 Membership Classes; Voting Rights The Association shall have members. The membership classifications and the voting rights associated with each membership classification shall be as provided in the Association's Articles of Incorporation, as amended or restated from time to time.

Section 2 Annual Meetings An annual meeting of the members shall be held on the second Tuesday in the month of March each year, beginning with the year 2012, at the hour of 7:00 p m., C S.T., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nebraska, such meeting shall be held at the same time on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible

Section 3 Special Meetings Special meetings of the members may be called by the President or the Board of Directors. The holders of not less than five percent (5%) of the voting power of the members may also call a special meeting of the members by delivering to any officer of the Association one or more written demands describing the purpose or purposes for which the special meeting is to be held

Section 4. Place of Meetings The Board of Directors may designate any place, either in or outside the State of Nebraska, as the place for any annual meeting or special meeting of the members. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Association in the State of Nebraska

Section 5. Notice of Meetings Section 2 of this Article II shall be notice of the annual meeting of members and no other notice shall be required. Written or printed notice stating the place, day and hour of any special meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. The purpose or purposes for which the special meeting is called shall be stated in the notice. If mailed, the notice of a special meeting shall be deemed to be delivered five (5) days after its deposit in the United States mail, first-class postage prepaid, addressed to the member at the member's address as it appears in the records of the Association.

Section 6 Fixing of Record Date For purposes of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, provided, however, such date, in any case, shall not be more than seventy (70) days and, in the case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed by the Board of Directors for the determination of members, the following rules shall apply: (a) members of record at the close of business on the business day preceding the day on which notice of a meeting of the members is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to receive notice of the meeting, (b) members of record as of the date of the members' meeting, who are otherwise entitled to vote, are entitled to vote at the meeting; and (c) with respect to the determination of members entitled to exercise any rights in respect of any other lawful action, members at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights. When a determination of members entitled to receive notice of or to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date, which the Board of Directors shall do if the meeting is adjourned to a date more than seventy (70) days after the date fixed for the original meeting.

Section 7 Voting Lists. After a record date for notice of a members' meeting has been fixed, the officer or agent of the corporation having charge of the books of the corporation shall prepare a complete list of the members entitled to notice of and/or to vote at such meeting, arranged in alphabetical order, and reflecting the current address of and the number of votes entitled to be cast by each member. The list shall be available for inspection by any member, beginning two (2) business days after notice of the meeting is given and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, his or her agent, or his or her attorney shall be entitled on written demand to inspect and, subject to the requirements of the Nebraska Nonprofit Corporation Act, to copy the membership list during regular business hours and at his or her expense during the period it is available for inspection. The membership list shall be available at the meeting and any member, his or her agent, or his or her attorney shall be entitled to inspect the list at any time during the meeting or any adjournment thereof.

Section 8. Quorum, Voting Requirements Except as otherwise provided in this Section, no action may be taken on a matter at a members' meeting unless a quorum exists when the matter is brought before the meeting. One-third (1/3) of the votes entitled to be cast at the meeting, represented in person or by proxy, shall constitute a quorum at a meeting of the members. The affirmative vote of a majority of the votes entitled to be cast at a meeting of the members at which a quorum is present shall be the act of the members, unless the vote of a greater number is required herein, by the Articles of Incorporation or by law. The holders (or their representatives) of a majority of the votes entitled to be cast at a meeting, though no quorum exists, may adjourn the meeting to a different date, time and place. Members shall not be required to receive notice of the new date, time and place of the adjourned meeting if such information is announced prior to the adjournment of the original meeting, unless a new record date is or shall be established for the adjourned meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 9 Proxies At all meetings of the members, a member may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for him or her by signing an appointment form either personally or by his or her duly authorized attorney-in-fact. An appointment of a proxy shall be effective when received by the Secretary or other officer or agent of the corporation authorized to tabulate votes. An appointment shall be valid for eleven (11) months unless a longer period is expressly provided in the appointment form. No proxy shall be valid for more than three (3) years from the date of its execution. A member executing an appointment of a proxy may revoke the proxy by: (a) attending any meeting and voting in person, or (b) signing and delivering to the Secretary or other officer or agent of

the corporation authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form

Section 10 Voting by Certain Holders Votes controlled by another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine. An individual member's votes may be cast by such member's administrator, executor, guardian or conservator, either in person or by proxy, without transferring such member's interest in the Association into the name of such administrator, executor, guardian or conservator. Votes controlled by a trust may be cast by the trustee thereof either in person or by proxy, but no trustee shall be entitled to cast such votes unless the membership interest in the Association is held in the trustee's name

Section 11 Informal Action by Members Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by members holding at least eighty percent (80%) of the votes entitled to be cast with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of members and may be stated as such in any articles or documents filed with the Secretary of State under applicable state law. The consent may be executed by the members in counterparts.

Section 12. Participation in Meetings by Telephone Conference Members may participate in any annual and special meeting of the members or conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present at the meeting.

Article III. Board of Directors

Section 1 Number of Directors The business and affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors. The number of directors may be increased or decreased from time to time by amending these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 2. Election and Tenure The initial directors appointed by the incorporator shall serve until the first meeting of the members. At the first meeting of the members, the members shall elect a whole new Board of Directors. The members may, but shall not be required to, re-elect any of the directors appointed by the incorporator. Directors shall serve staggered terms with approximately one-third (1/3) of the directors coming up for election each year. Of the directors elected at the first meeting of the members, two (2) shall be elected to serve for a one-year term, two (2) shall be elected to serve for a two-year term and one (1) shall be elected to serve for a three-year term. Except as otherwise provided in Section 5 of this Article III which addresses the filling of vacancies resulting from the death, resignation, removal or disqualification of any director, all directors elected after the first meeting of the members shall be elected to serve for a three year term. Despite the expiration of a director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of directors. All directors shall be eligible to serve an unlimited number of terms

Section 3 Resignation A director may resign at any time by delivering written notice to the President of the Association or, if it is the President who is resigning, by delivering such notice to the Secretary of the Association. Any such resignation of a director shall be effective when the notice is delivered, unless the notice specifies a later effective date

Section 4. Removal. The members may remove one or more directors with or without cause. A director may be removed by the members only at a special meeting of the members called for the purpose of removing the director. The meeting notice shall specifically state that the purpose or one of the purposes of the meeting is removal of the director. A director may be removed by the members pursuant to this Section only if the number of votes cast to remove the director would be sufficient to elect

the director at a meeting to elect directors. A director appointed by the Board of Directors may be removed with or without cause by a majority vote of the directors then in office. Upon such removal of a director appointed by the Board of Directors, the Board of Directors shall provide written notice of the removal to the appointed director and the presiding officer of the Board of Directors or the Association's President or Secretary. The removal of an appointed director is effective upon delivery of such notice, unless the notice specifies a later effective date.

Section 5 Vacancies. Any vacancy on the Board of Directors caused by any reason other than the expiration of a director's term in office, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors exists. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 6 Quorum, Manner of Acting. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting where a quorum exists shall be the act of the Board of Directors, unless a greater vote is required herein, by the Articles of Incorporation or by law. If less than a quorum is present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time without further notice.

Section 7 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the date, time and place, either in or outside the State of Nebraska, for additional regular meetings which shall be held without other notice than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors then in office. Notice of any special meeting of the Board of Directors will be given at least two (2) days prior thereto by written notice delivered either personally or by mail to each director. If mailed, such notice will be deemed to be delivered five (5) days after its deposit in the United States mail, first-class postage prepaid, addressed to the director at the director's address as it appears in the records of the Association. Any director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these Bylaws.

Section 9 Compensation. Directors as such will not receive any compensation for their services, but nothing herein will be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action permitted or required to be taken at a meeting of the Board of Directors, or of any committee established by the Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote, and may be described as such in any document. The consent may be executed by the directors or committee members in counterparts.

Section 11 Committees. The Board of Directors may, by resolution or resolutions adopted by a majority of all of the directors then in office, appoint an executive committee and one or more other committees. Each such committee shall consist of two (2) or more directors of the Association who shall serve at the pleasure of the Board of Directors. Any such committee shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business

and affairs of the Association as shall be delegated to them. The appointment of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 12 Participation in Meetings by Telephone Conference. Directors may participate in any regular or special meeting of the Board of Directors or any committee thereof or conduct any such meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Article IV. Power and Duties of the Board of Directors

Section 1 Powers and Duties of the Board of Directors. Without in any way limiting the authority granted to the Board of Directors in the Association's Articles of Incorporation or by law, the Board of Directors shall have specific authority to carry out on behalf of the Association all of the purposes of the Association, including, but not limited to, enforcement of the Declaration of Covenants and Restrictions, dated April 22, 2008 and recorded in the office of the Register of Deeds of Lancaster County, Nebraska as Instrument No 2008-018540, together with an Amendment to Declaration of Covenants and Restrictions, dated March 7, 2010 and recorded in the office of the Register of Deeds of Lancaster County, Nebraska as Instrument No 2010-015385, and any subsequent amendments (collectively, the "Restrictive Covenants") with respect to the real property legally described on Exhibit "A" attached hereto and incorporated herein and any additional property which is subsequently subjected to said Restrictive Covenants (collectively referred to herein as the "Properties"), and managing, maintaining and caring for the "Commons" and "Townhome Commons" (as such terms are defined in the Restrictive Covenants) and the private improvements and plants in the medians and islands of all streets and roadways passing through the Properties. All the powers and duties of the Association shall be exercised exclusively by the Board of Directors, subject only to approval by members who are entitled to vote when such approval is specifically required by law, the Articles of Incorporation or these Bylaws.

Section 2 Assessments. Annual and special assessments, other than for capital improvements to the Commons, may be levied by the Board of Directors of the Association in accordance with the provisions of the Restrictive Covenants. Any special assessment for capital improvements to the Commons shall be approved by the affirmative vote of the members entitled to vote at any annual or special meeting of the members at which a quorum is present.

Section 3 Disbursements. The Board of Directors shall use the proceeds of assessments in the exercise of its powers and duties.

Section 4. Employees and Contractors. The Board of Directors shall have the authority to employ or contract for such personnel on a regular or intermittent basis, full or part-time, as the Board of Directors deems necessary in the fulfillment of its responsibilities. The Board of Directors shall have the authority to fix compensation for such employees or contractors and to terminate and replace such employees or contractors when, in the judgment of the Board of Directors, such action is warranted.

Section 5. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 6 Checks, Drafts and Orders for the Payment Money. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer(s) or agent(s) of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the

Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the Association

Section 7 Deposits All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select

Section 8 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association

Article V. Officers

Section 1 Officers The officers of the Association will be a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Vice President.

Section 2 Election and Term of Office The officers of the Association shall be elected annually by the Board of Directors at the first regular meeting of the Board of Directors held after the annual meeting of the members. If the election of officers is not held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until a successor has been duly elected and qualified.

Section 3 Resignation An officer may resign at any time by delivering written notice to the President of the Association or, if it is the President who is resigning, then by delivering same to the Secretary of the Association. Any such resignation of an officer is effective when the notice is delivered, unless the notice specifies a later effective date

Section 4 Removal Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed

Section 5. Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Duties and Authority of Officers.

- (a) President. The President will be the principal executive officer of the Association and will in general supervise and control all of the business and affairs of the Association. The President will preside at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, deeds of trust, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time
- (b) Vice President(s). In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President (or in the event there is more than one Vice

President, the Vice President designated by the Board of Directors) shall perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

- (c) Secretary. The Secretary shall (i) prepare minutes of the meetings of the members and the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (iii) serve as the custodian of the corporate records, (iv) authenticate records of the Association, and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors
- (d) Treasurer The Treasurer shall. (i) have charge and custody and be responsible for all funds and securities of the Association, (ii) receive and give receipts for all securities and monies due and payable to the Association from any source whatsoever, (iii) deposit all such monies in the name of the Association in such banks, trust companies or other depositories designated by the Board of Directors, and (iv) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- (e) Assistant Secretaries and Assistant Treasurers The Assistant Secretary shall, in the absence of the Secretary or in the event of his or her death, inability or refusal to act, perform the duties of Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Treasurer shall, in the absence of the Treasurer or in the event of his or her death, inability or refusal to act, perform the duties of Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Assistant Treasurer shall, if required by the Treasurer or the Board of Directors, give a bond for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Board of Directors

Section 7. Compensation The compensation, if any, of the officers may be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving compensation as an officer by reason of the fact that the officer is also a director of the Association

Article VI. Indemnification

Section 1 Scope of Indemnification To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Insurance To the extent permitted by law, the Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or

agent of the Association against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability

Section 3 Exclusivity. The indemnity provided for by this Article VI shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VI be deemed to prohibit the Association from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these Bylaws

Article VII. Miscellaneous

Section 1 Fiscal Year The fiscal year of the Association shall begin on the first day of January and end on the last day of December

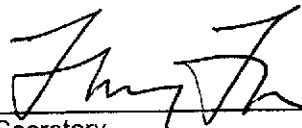
Section 2 Waiver of Notice Whenever any notice is required to be given to any member or director of the Association under the provisions of the Articles of Incorporation, these Bylaws or the Nebraska Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3 Emergency Bylaws. The Board of Directors may adopt separate emergency bylaws which shall become effective only if a quorum of the directors cannot be readily assembled because of some catastrophic event. The emergency bylaws may be amended or repealed by the members. All provisions of these Bylaws, which are consistent with the emergency bylaws, shall remain effective during the emergency. The emergency bylaws shall not be effective after the emergency has ended.

Section 4. Amendments In accordance with NEB. REV. STAT. § 21-19,114(a)(2), an amendment to these Bylaws may be adopted by either of the following methods:

- (a) By the corporation's Board of Directors, if the amendment does not (i) relate to the number of directors, the composition of the Board of Directors, the term of office of the directors or the method or way in which directors are elected or selected or (ii) conflict with either the Restrictive Covenants or the Articles of Incorporation, as amended, or
- (b) By the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less

Dated 9-27, 2011



Secretary

The undersigned Assistant City Attorney for the City of Lincoln, Nebraska hereby acknowledges his/her review and approval of the foregoing Bylaws of The Reserve and Terraces at Firethorn Homeowners' Association, solely for the purpose specified in Lincoln Municipal Code section 26 23.170 on this 26 day of Sept 22, 2011



Assistant City Attorney

EXHIBIT "A"
Legal Description of Property

Lots 1 – 20, inclusive, Block 1, and Outlot "B", Firethorn 27th Addition, Lincoln, Lancaster County, Nebraska, and

Outlot "A", Firethorn 28th Addition, Lincoln, Lancaster County, Nebraska, and

Lots 1 - 16, Block 1, Lots 1 – 18, Block 2, and Outlots A, B, C and D, Firethorn 32nd Addition, Lincoln, Lancaster County, Nebraska

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