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George J. Dowding
REGISTER OF DEEDS

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Revised Bylaws of Hanson's Lake #3 Improvement Association, Inc. Of Sarpy County, Nebraska

Article I - Meetings and Membership

Section 1: Annual Meeting

The Annual Meeting of the Association shall be held at 2:00 PM on the fourth (4TH) Sunday in March each year at such appropriate public place in Sarpy County, Nebraska as may be determined by the Board of Directors, for the purpose of electing directors of the association by ballot as provided in these Bylaws, approving the annual budget and for the transaction of such other business as shall properly come before the members.

Section 2: Notice of Annual Meeting

A notice setting out the time and place of such Annual Meeting shall be mailed, postage prepaid, to each member of record at their address as the same appears on the book of the Association, or if no such address appears, at their last known place of address, at least twenty (20) days prior to the Annual Meeting and be posted appropriately by signs in four (4) conspicuous places on or near the entrances to Hanson's Lake #3 in Sarpy County, Nebraska six (6) days prior to the Annual Meeting. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association.

Section 3: Special Meetings:

Special Meetings of the Association shall be held at a place in accordance with that stipulated for the Annual Meeting as herein provided in Article I, Section 1. Such meetings may be called at any time by the President, a majority of the Directors or upon petition by twenty-five percent (25%) of the association members in good standing. Such petition shall clearly state cause and be submitted to the Board of Directors. The notice of Special Meetings shall be given in the same manner as provided for the Annual Meeting in Article I, Section 2 of these Bylaws. No business shall be transacted at a Special Meeting except as stated in the notice sent to the members.

Section 4: Quorum for Annual and Special Meetings

A minimum of twenty-five percent (25%) of total Association membership in good standing is required to constitute a valid quorum for the transaction of business at any Annual or Special Meeting of the members.

Section 5: Regular Meetings

Regular Meetings of the Association will concur with the seasonality of the lake and shall be held no less than each month from May through September at 7:00 PM on the first Monday of each such month at such appropriate public place in Sarpy County, Nebraska as may be determined by the Board of

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Directors. The date and time of these Regular Meetings may be changed by the Board of Directors only due to unusual circumstances and only for that specific meeting on that particular occasion, and not for a period of time including several meetings. Whereas these Regular Meetings are set or prescribed pursuant to these Bylaws, no other notification is deemed necessary other than the posting of signs as designated in Article I, Section 2 and the announcement of such, including any changes due to unusual circumstances, from one such meeting to the next.

Section 6: Quorum for Regular Meeting

A minimum of ten percent (10%) of total Association membership in good standing is required to constitute a valid quorum for the transaction of business at any Regular Meeting of the members.

Section 7: Voting

Each qualified member in good standing at the date of the election of Directors of the Association and at any Annual, Special or Regular Meeting regarding any other matters or questions voted upon by said members, shall be entitled to cast in person one (1) vote for each such membership as designated in Article I, Section 8 of these Bylaws. Voting by proxy shall be prohibited. Unless otherwise provisioned in these Bylaws, the majority vote of the membership present at any Annual, Special or Regular Meeting at which a designated and proper quorum is represented shall decide any matter or questions voted upon. Members in good standing are members whose dues, fees and assessments are paid up to date.

Section 8: Membership Status

Each individual owner or contract purchaser of a lakefront lot or a dwelling unit and each corporate or other non-individual owner or contract purchaser of any such lot or dwelling unit on which membership dues, fees or assessments are paid and that are within the limits of any real property located in the Hanson's Lake #3 subdivision of Sarpy County, Nebraska, shall be a "member" and have one membership for each such lot or dwelling unit. However, when more than one person holds such an interest in any such lot or dwelling unit, there shall be only one vote to be exercised in common as the said owners shall among themselves determine. In no event shall more than one vote be cast with respect to any said lot or dwelling unit.

Section 9: Transfer of Memberships

Memberships in the Association shall be transferable only by purchase/sale of real property in the Hanson's Lake #3 subdivision in Sarpy County, Nebraska.

Section 10: Membership Records

The Association shall maintain a written record of memberships in the Association in such form as the Board of Directors may prescribe from time to time, and only members of record shall be entitled to be recognized as members of the Association. Members shall be responsible for providing notice to the Secretary of the Association of said members address or any change of address. The Association may, at the discretion of the Board of Directors, issue certificates or other documents evidencing membership in the Association.

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Section 11: Privileges of Membership

11.1 Subject to rules, regulations and restrictions from time to time adopted by the Board of Directors, all individual members, their respective families and guests shall be entitled as appropriate to enjoy or otherwise to use all common facilities and all common individual services operated or provided by the Association. In like manner, all members and their respective lots or dwelling units within the limits of real property included in membership shall be entitled as appropriate to benefit from or otherwise to participate in all common functions and all common non-individual services performed or provided by the Association.

11.2 All individual members of the Association are responsible for knowing and adhering to the rules, regulations and restrictions established from time to time by the Board of Directors and/or the Association. This responsibility includes the obligation of assuring that any person(s) a member deems appropriate to use such common facilities is aware of and understands such rules, regulations and restrictions. Therefore, any disciplinary action by the Board of Directors regarding violations of said rules, regulations and restrictions by the members or those person(s) they have assumed responsibility for shall be directed to such member(s).

Section 12: Discipline and Enforcement

Members of the Association shall be subject to reasonable and equitable disciplinary and enforcement measures.

12.1 All members shall be subject to reasonable and equitable fines directed by the Board of Directors for failure to pay any applicable dues, fees, assessments or charges of the Association or for any violations of the Covenants, Bylaws or rules, regulations and restrictions pertaining to or affecting the use of real estate or common facilities located in Hanson's Lake #3 subdivision in Sarpy County, Nebraska. Any member shall have the right to dispute such fine(s) upon notification of their dissent to the President or Vice President of the Board of Directors and/or the chairperson of the safety committee as applicable and to present such dispute at the next appropriate Association meeting in an Executive Session of the Board of Directors. A majority vote of a proper quorum of the Board of Directors shall decide such dispute.

12.2 Any disciplinary action regarding failure to pay delinquent dues, fees, assessments or other applicable charges of the Association shall be suspended or revoked upon payment of such in full.

12.3 The Board of Directors, in accordance with Article III, Section 4.8, shall be entitled at any time, or from time to time, to institute any reasonable and equitable legal proceedings as deemed appropriate or necessary remedial action against any member of the Association or any real estate located in Hanson's Lake #3 subdivision in Sarpy County, Nebraska.

12.4 The Board of Directors shall promulgate such rules, regulations and restrictions as it deems appropriate and necessary to fulfilling their fiduciary responsibility and each member of the Association shall be bound by such. Rules, regulations and restrictions as to Association matters may be adopted, amended, revised or revoked at any time by action of the Board of Directors, except where such action would conflict with the Covenants or Bylaws of the Association or the laws of the State of Nebraska. It shall be the responsibility of the Board of Directors to insure such rules, regulations and

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restrictions, as well as any amendments to them, be provided to the members of the Association in a regular and timely manner and be on file with the Secretary of the Association.

Section 13: Order of Business

Robert's Rules of Order shall be observed at all meetings of the members and the Directors, including the following order of business, so far as is practicable, viz.:

- 1) Calling the roll
- 2) Reading, correction and approval of minutes of previous meeting
- 3) Reports of officers
- 4) Reports of committees
- 5) Election of Directors and Officers (Annual Meeting)
- 6) Unfinished business
- 7) New business

Article II - Board of Directors

Section 1: Powers of Officers and Directors

The affairs of the Association shall be managed by its Board of Directors, exercising all powers that may be exercised or performed under the provisions of these Bylaws and the laws of the State of Nebraska.

Section 2: Number, Tenure and Qualifications

The Board of Directors shall consist of seven (7) members, all of whom shall be elected by the members of the Association at the Annual Meeting in accordance with Article I, Sections 1, 2, 4 and 7. All Officers and Directors of and candidates for the Board of Directors shall be members in good standing of the Association, and one's term of office as an Officer or Director shall automatically terminate if one ceases to be a member in good standing of the Association. Only one member per lot shall serve on the Board of Directors at any given time. The term of office for all Officers and Directors of the Board of Directors shall be for two (2) years. Four Officers and one Director will be elected in even years and two Directors will be elected in odd years. Each Officer or Director shall serve for the term elected or until a successor is appointed or elected as provisioned for by these Bylaws.

Section 3: Voting for Officers and/or Directors

The candidates for Officers and Directors of the Board of Directors shall be elected by a plurality vote whereas the candidate with the largest number of votes given shall be elected to fill such designated position. If more than one Director is being elected, the candidates with the largest number of votes given shall be elected to fill such designated positions. The ballots from such election shall be kept on record with the Association's Secretary a minimum of thirty (30) days from the date of the election.

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Section 4: Vacancies

Any vacancy occurring on the Board of Directors shall be filled by an affirmative vote of a majority of the remaining directors. A director appointed to fill such a vacancy shall be eligible only for the unexpired portion of the term of such office. Should the remaining Directors fail to fill any vacancy on the Board within sixty days, or should two (2) or more vacancies occur at any given time, a Special Meeting of the membership shall be called for the purpose of selecting members to fill such vacancies by election.

Section 5: Meeting of Directors

5.1 A meeting of the Board of Directors shall be held for the purpose of organizing no later than two weeks following the election of Officers at such Annual Meeting of the members. At this time, any records, materials, information, etc., pertinent and applicable to a responsible transition from one Board to the next, shall be transferred appropriately to the new Board of Directors.

5.2 The Board of Directors may designate the time and place for holding of regular Board Meetings. Written notification of the agenda for any such meeting shall be provided to each Director at least five (5) days prior to such meeting, but the agenda may be modified upon approval of the majority of the Directors attending such meeting.

5.3 Special Meetings of the Board of Directors may be called by the President or the majority of the Directors. Notice of the time and place of a Special Meeting of the Board of Directors shall be given by or at the direction of the person or persons calling such meeting at least three (3) days prior to such Special Meeting by direct verbal contact. The business to be conducted at any such meeting of the Board of Directors will be specified in the notice of such meeting, but the agenda may be modified upon approval of the majority of the members of the Board attending. Any Director may waive their attendance at any such meeting, by a signed writing either before or after such meeting, for the express purpose of objecting to the transaction of any business at such meeting because the meeting was not lawfully or properly called or convened. The attendance of a Director at any such meeting shall constitute their approval and acceptance of any such meeting, except where a Director attends such meeting for the express purpose of objecting to such meeting for the above stated reasons.

Section 6: Quorum

A majority of the number of Directors fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than such number is present at any Board meeting, the Directors present shall adjourn the meeting until such time a quorum is present.

Section 7: Manners of Acting

The action of the majority of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

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Section 8: Presumption of Assent

A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his/her dissent to such action shall be entered in the minutes of the meeting or unless he/she shall file written dissent with the Secretary of the meeting before its adjournment or forward such dissent in person or by registered mail to the Secretary of the Association within five (5) days of said meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9: Informal Action by Directors

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without any further meeting provided a majority of the Board members verbally approve such action and the action is formally approved at the next regular meeting of the Board of Directors.

Section 10: Interest of Directors

Any Board of Directors member should avoid any sense of impropriety regarding any contract or transaction between the Association and any other person, corporation, firm, syndicate, association, partnership, or joint venture in which said member has a vested or pecuniary interest. When such a conflict of interest arises, said member shall advise the Board of such and refrain from being counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction; and shall abstain from voting on any motion regarding such contract or transaction in which he/she has such conflict of interest.

Section 11: Referendum by Membership

The membership of the Association shall at all times have the right to a referendum vote to reverse any action by the Board of Directors. Interested members shall present to the Board of Directors, within sixty days of the disputed action of the Board of Directors at the next scheduled Association meeting or to the President or Vice President of the Board in person, a petition bearing the signatures of not less than twenty-five percent (25%) of the members in good standing setting forth the issue(s) to be referred to the membership. A Special Meeting of the membership shall then be called for a vote upon such referred issue(s). At such meeting a quorum as defined in Article 1, Section 4 must be represented. The affirmative vote of two thirds of the members in good standing voting on such referendum shall be required to reverse or override the action(s) of the Board of Directors at issue.

Section 12: Removal of Directors and/or Officers

Directors and/or Officers shall be removed by any of the following methods:

12.1 A Director or Officer may be recalled for dereliction of duty or fiduciary responsibility by a two-thirds vote of the members in good standing casting ballots at a Special Meeting called for such purpose, upon a petition for such meeting stating cause(s) and bearing the signatures of no less than twenty-five percent (25%) of the members in good standing as shown by the books of the Association.

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12.2 A Director or Officer shall be automatically removed upon failure to attend any two (2) properly scheduled Board meetings without medical cause or excused absence.

12.3 Removal shall be automatic upon a Director or Officer's failure to maintain a membership in good standing as provisioned for in Article 1, Sections 7 and 8 of these bylaws.

Article III - Officers, Agents and Employees

Section 1: Number

The officers of the association shall consist of a President, Vice- President, Secretary and Treasurer. No member shall run for or hold more than one office at a time and no member shall be eligible to serve more than two consecutive terms as President or Vice-President.

Section 2: General Duties and Responsibilities of Officers

An office carries with it only the powers and rights usually vested in or appurtenant to such office necessary for executing the duties and obligations of the office and in accordance with the bylaws of the Association. It does not deprive a member of such office of his/her rights as a member of the Association. In any event, no action of the Board of Directors can conflict with any action taken properly and in accordance with these Bylaws and the laws of the State of Nebraska by the membership of the Association; except in matters placed by the Bylaws exclusively under the control of the Board.

2.1 The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business of the Association with reference to the principal duties of the presiding officer of an assembly under parliamentary law or authority. The President, when present, shall preside at all meetings of the members and of the Board of Directors. The President shall sign, with the Treasurer or Secretary in accordance with their designated responsibility pertinent to these Bylaws, bonds, contracts, disbursement of funds, notes of indebtedness or other instruments which the Board of Directors has authorized to be executed. The President shall 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.

2.2 The Vice President shall serve in the absence of the President and shall perform the duties of the President, and when so doing, shall have all the powers and responsibility of and be subject to all the obligations and restrictions upon the President.

2.3 The Secretary is the recording officer of the Association and the custodian of its records, except those specifically assigned to others, such as the Treasurer's books. The secretary's duties shall include:

- 1) To keep a record of all proceedings of the Association - usually called the minutes
- 2) To keep on file all committee reports

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- 3) To keep the association's official membership rolls unless otherwise assigned to another officer
- 4) To make the minutes and records available to members upon request
- 5) To notify Directors, committee members and delegates of their election or appointment and provide Directors and committees whatever documents in his/her control required for performance of their duties
- 6) To sign all certified copies of acts of the Association, unless otherwise specified in these Bylaws
- 7) To maintain record book(s) in which bylaws, covenants, resolutions, standing rules and regulations and minutes are entered, along with any amendments to documents properly recorded
- 8) To send to the membership notice of each Annual or Special Meeting, as prescribed by the Bylaws, and to conduct the general correspondence of the Association unless such correspondence is a function proper to other offices or committees
- 9) To prepare, prior to each meeting and in accordance with appropriate provisions of the Bylaws, an order of business for use of the presiding officer showing the order of all matters known in advance that are due to come up
- 10) In the absence of the President and Vice President, to call the meeting to order and preside until the immediate election of a chairman pro tem or the adjournment of such meeting

2.4 The Treasurer of the Association is the officer entrusted with and responsible for the custody of all the funds and securities of the Association and shall, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer's duties shall include:

- 1) To make a full financial report, usually at the Annual Meeting, or as the Bylaws may prescribe, and to make such interim reports as the Association or Board of Directors may require.
- 2) The collection of dues, fees and assessments from members.
- 3) Maintaining a ledger of each member's account.
- 4) The disbursement of funds to cover legitimate Association obligations as authorized by the Board of Directors or the Association and in accordance with any applicable provisions of these Bylaws.

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- 5) Notifying the Board of Directors of any member's dues, fees or assessments in arrears for the purpose of determining voting eligibility in accordance with the provisions of these Bylaws.
 - 6) The appropriate filing of liens against member's property for non-payment of dues, fees or assessments as provisioned by these Bylaws and authorized by the Board of Directors.

2.5 Any Director and/or Officer shall be reimbursed for authorized and verifiable expenses incurred in fulfilling their respective duties and obligations on behalf of the Association, and the Secretary and Treasurer shall each be paid the sum of \$200 per year, for services rendered, at the conclusion of each year of their term.

2.6 Due to their fiduciary responsibilities in regards to the finances of the Association, the President and Treasurer shall be bonded for a sum that is sufficient to cover any potential losses of the Association. The Association shall pay any costs related to such officers being so bonded.

Section 3: Agents and Employees

The Board of Directors of the Association may from time to time appoint, discharge, engage and remove such additional agents and employees as the Board may deem to be appropriate, convenient and necessary for the proper conduct and responsible operation of the affairs of the Association; but such actions shall be in accordance with the applicable provisions of these bylaws.

Section 4: Association Funds, Contracts, Indebtedness and Liability

The Board of Directors shall at all times exercise its fiduciary responsibility regarding these matters in accordance with the provisions of these Bylaws, the laws of the State of Nebraska and in the overall best interests of the Association and its members.

4.1 Checks drawn on funds on deposit in the name of the Association and notes or other contracts of indebtedness will be signed by the Treasurer and countersigned by the President or Vice President.

4.2 The highest amount of indebtedness or liability of the Association shall not, at any one time, exceed the income received the immediately preceding fiscal year; unless or until the members of the Association at an Annual or Special Meeting of the members, in compliance with the provisions for such meetings in these Bylaws and by a majority vote of a proper quorum, decide it is appropriate and in the best interests of the Association and its members to exceed such stated level of indebtedness.

4.3 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 applicable State or Federal depositories as the Board of Directors shall select, so long as such are fiscally responsible.

4.4 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.

4.5 Any single issue or project incurring an expenditure over \$500, but less than \$1,000, must be accompanied by a written estimate or bid, majority approval of the Board of Directors and requires the signatures of any two (2) Board Directors.

4.6 Any single issue or project incurring an expenditure over \$1,000, but less than \$3,000, requires a minimum of two written estimates or bids, majority approval of the Board of Directors and ratification of such by the majority vote of association members in good standing attending a Regular Meeting of the Association with a designated quorum. The approval and acceptance of such shall require a valid written contract, pertinent to the accepted estimate or bid, signed by the Treasurer and President or Vice President.

4.7 Any single issue or project incurring an expenditure over \$3,000 requires a minimum of three written estimates or bids, approval of the members of the Association at an Annual or Special Meeting in accordance with all applicable provisions of these Bylaws for such meetings and, upon such approval and acceptance, a valid written contract signed by the Treasurer and President or Vice President.

4.8 Any single legal issue incurring an expenditure or potential expenditure of more than \$1,000 requires the approval of the members of the Association at an Annual or Special Meeting of the members in accordance with all applicable provisions of these Bylaws for such meetings.

4.9 When entering into any contract or accepting any estimate or bid on behalf of the Association, it shall be the Board of Directors fiduciary responsibility to insure that the accepted contractor(s) or agent(s) are bonded and have adequate insurance coverage to protect the interests of the Association from any liability regarding the performance of such contractor(s) or agent(s) and that such instruments are in compliance with the laws of the State of Nebraska.

Article IV - Committees

Section 1: Formation of Committees

The Board of Directors, by resolution adopted by a majority vote of the Directors in accordance with a proper quorum, may designate and appoint one or more committees and the members thereof, which committees to the extent provided in such resolution, shall have and exercise only the authority specifically delegated by the Board of Directors in the management of the Association. No such committee shall have the authority of the Board of Directors or the membership of the Association in reference to amending, altering, or repealing the Bylaws, Covenants or Articles of Incorporation of the Association; electing, appointing or removing any member of any committee or any Director or Officer of the Association; adopting a plan, merger or consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or any part of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore or adopting a plan for the distribution of any assets of the Association.

The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director or Officer, of any responsibility imposed upon it or them by law or by these Bylaws.

Section 2: Type of Committees

Ordinary committees are of two types - standing committees, which have a continuing existence, and special committees, which go out of existence as soon as they have completed a specific task.

2.1 A special committee is a committee appointed, as the need arises, to carry out a specific task, at the completion of which - that is, on presentation of its final report to the Board and/or Association as applicable to the provisions of these bylaws - it automatically ceases to exist. A special committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee.

2.2 Standing Committees are constituted to perform a continuing function and remain in existence permanently when provisioned for in these Bylaws, unless amended in accordance with the provisions of these Bylaws. The safety committee and election committee shall be so provisioned by these Bylaws. Members of such above noted standing committees shall serve for a term corresponding to that of the officers or until their successors have been appointed.

Standing committees, designated and appointed by the Board of Directors, shall be considered permanent and the members of such committees shall serve a term corresponding to that of the officers or until their successors have been appointed. However, the Board of Directors, by resolution adapted by a majority vote of the Directors with a proper quorum, may dissolve such standing committee at their discretion.

Section 3: Committee Membership

Regular members of the Association (not members of the Board of Directors) in good standing shall be eligible for committee membership with the following exceptions:

3.1 Member(s) of the Board of Directors shall serve as non-voting liaison to such committees as designated by the Board of Directors.

3.2 Committee membership shall be automatically terminated if said member ceases to be a member in good standing.

3.3 If a committee member is absent from any two regular meetings of said committee without medical cause or being excused by the committee chairperson, his/her committee membership is terminated.

Section 4: Organization of Committees

Committees shall be organized and their business conducted in general accordance, as much as is practical and expedient, with parliamentary law or authority. Committees shall have a chairperson and additional positions as deemed necessary to fulfill its designated functions and obligations.

Section 5: Committee Responsibility

Committees shall work with the Board of Directors to determine the scope, duties, and nature of responsibilities for such committees. Committees shall report to the Board of Directors on a regular

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basis, as determined by the Board, and shall present their recommendations to the Board of Directors for final decisions by the Board and/or Association in accordance with the provisions of these Bylaws.

Section 6: Removal of Committee Members

The Board of Directors, through a majority vote of a proper quorum, reserves the right to dismiss and remove from service any member of any standing or special committee.

Section 7: Appeals of Decisions

Any decision or action by any of the committees may be appealed to the Board of Directors by anyone aggrieved by such decision or action.

Section 8: Multiple Committees

Members in good standing may serve on no more than two committees simultaneously.

Article V - Amendments

Section 1: Initiative

The Board of Directors, by a majority vote of a proper quorum, or the members of the Association may propose amendments, additions or revocations to the Bylaws or Articles of Incorporation of the Hanson's Lake #3 Improvement Association at any Annual Meeting or Special Meeting called for such purpose. Any member initiative regarding such proposal shall be in writing detailing the proposed change and containing the signatures of twenty-five percent (25%) of the voting membership in good standing. In order to become an agenda item for the Annual Meeting, such member's proposal must be submitted to the Board of Directors no less than forty-five days preceding the designated date of the Annual Meeting. The signatures of twenty-five percent (25%) of the Association members in good standing prescribed for such proposal shall fulfill the requirements of Article I, Section 3 regarding a petition for calling a Special Meeting by Association members.

Section 2: Amending or Adopting Bylaws

All or any part of these Bylaws may from time to time be altered, amended, revoked or new Bylaws adopted by a majority vote of the members of the Association in good standing at any Annual Meeting or any Special Meeting called for such purpose. Such meetings shall be held in accordance with the provisions of these Bylaws for such meetings. The Board of Directors shall not alter, amend or revoke any Bylaws adopted by the members of the Association in accordance with the provisions of these Bylaws.

Section 3: Amending or Adopting Articles of Incorporation

All or any part of the Hanson's Lake #3 Improvement Association's Articles of Incorporation may from time to time be amended, in accordance with Article XII of such Articles of Incorporation, by a majority vote of the members of the Association in good standing at any Annual Meeting or any Special

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Meeting called for such purpose. Such meetings shall be held in accordance with the provisions of these Bylaws for such meetings. The Board of Directors shall not alter, amend or revoke any Articles of Incorporation adopted by the members of the Association in accordance with the provisions of these Bylaws.

Article VI - Dues, Fees and Assessments

Section 1: Fiscal Year

The fiscal year of the Association shall commence on the first day of April of each year and end on the last day of March.

Section 2: Membership Dues

Each member of the Association shall pay annual membership dues, as determined by the members of the Association, by March 31ST of each fiscal year of the Association. Such annual membership dues shall constitute a personal obligation or debt to the Association of the member involved, and such obligation and debt may be enforced and collected by the Association by the filing of a lien against such member, in addition to and not to the exclusion of any other remedy or means of collection that may be available to the Association under these Bylaws pursuant to Article I, Section 12.

2.1 Membership dues sufficient to cover the reasonable operating costs and obligations of the Association, as well as practical reserves for anticipated or unexpected costs or obligations, may from time to time be assessed and evaluated by the Board of Directors. Any necessity or requirement for additional dues or fees shall be proposed by the Board of Directors to the members of the Association for ratification by the membership at an Annual or Special Meeting held in accordance with all applicable provisions for such meetings in these Bylaws.

The proceeds from such dues or fees of the Association shall be used to administrate, manage, insure, maintain, improve and develop the facilities and properties within the Hanson's Lake #3 subdivision.

2.2 Special assessments may be necessary from time to time to preserve, protect, maintain or improve the Hanson's Lake #3 subdivision. Any such assessment, for any purpose, must be adopted by a majority vote of a proper quorum of the Board of Directors, and be ratified by the members of the Association at an Annual or Special Meeting of the members in accordance with the provisions of these Bylaws for such meetings.

The funds generated from any special assessment shall be designated only for the specific purpose of such assessment and shall not become part of the general fund of the Association.

2.3 A member may hold more than one membership at any given time, as prescribed in Article I, Section 8 of these Bylaws, in which case he/she shall pay the aforesaid dues, as well as any other applicable charges for a membership, for each such membership. Each owner of a lot(s) is deemed to covenant by acceptance of such owner's deed for such lot(s), whether or not it shall be so expressed in the deed, to pay to the Association any such dues, fees or assessments levied by the Association.

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2.4 Notification of membership dues and any other applicable charges payable and past due from a member shall be given no later than thirty (30) days from the date of arrears, however, failure to notify such member during this said time period does not relieve such member from any such delinquent dues or other applicable charges. If such dues or other applicable charges remain delinquent thirty (30) days past such date of notification, the Board of Directors may cause a notice of lien thereof to be filed and recorded in the office of the Register of Deeds of Sarpy County, Nebraska which shall then become and be a lien against the legal and/or equitable interest of such platted lot in Hanson's Lake #3 subdivision in Sarpy County, Nebraska upon which such member's membership in the Association is based. Such notice to specify (1) the amount of such lien, (2) the unpaid fees and/or charges giving rise to such lien, (3) the name of the member whose unpaid fees and/or charges have given rise to such lien and (4) the legal description of the lot encumbered by such lien. Upon satisfaction of all the sums giving rise to such lien, including interest, costs of collection and the fee for recording said notice of and release of such lien, the Association shall cause to be recorded in the office of the Register of Deeds of Sarpy County, Nebraska, a notice of the satisfaction and release of such lien. The provisions of these Bylaws pertaining to said lien(s), as such provisions may exist from time to time, shall constitute part of the recorded declarations of restrictions and conditions imposed by the Association on the real estate comprising said Hanson's Lake #3 subdivision and shall run with the land located in such subdivision. In addition to any other remedies available to the Association under these Bylaws or the laws of the state of Nebraska for the collection of the amounts giving rise to and secured by said lien, the Association shall be entitled to enforce said lien in the appropriate Court of the State of Nebraska in the manner provided by law for the enforcement of satisfaction of mortgages on real estate.

Article VII - Indemnification

In the absence of fraud or willful misconduct, to the extent permitted by law, the Association of Hanson's Lake #3 shall indemnify and save harmless all persons who serve or may serve as Directors, Officers or committee members of the Association of Hanson' Lake #3 against all liability or loss in connection with the performance of their duties as such Director, Officer or committee member, including but not limited to expenses incurred in connection with the defense of any action, suit or proceeding in which such person is a party so long as 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. The term "expense" as used herein shall include attorney's fees, judgments, court costs, fines and amounts paid in settlement actually and reasonably incurred in the defense of such action.

To the extent permitted by law, the Association shall have the power to purchase and maintain insurance on behalf of any person who serves as a Director, Officer or committee member 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.

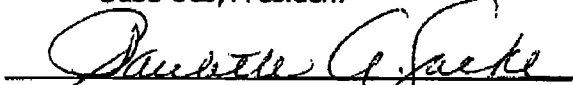
The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the Association from extending its indemnification to cover other persons or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

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IN WITNESS WHEREOF, we have hereunto affixed our names this 23RD day of March, 2004, to these Revised By-Laws of Hanson's Lake #3 Improvement Association, Inc. as ratified at a Special Association Meeting held for such purpose on February 23rd, 2004, by a majority vote of a proper quorum of the members present and entitled to vote and in accordance with the By-Laws of Hanson's Lake #3 Improvement Association.

HANSON'S LAKE #3 IMPROVEMENT ASSOCIATION, INC.

By: 
Gabe Oas, President

By: 
Paulette A. Gacke, Secretary

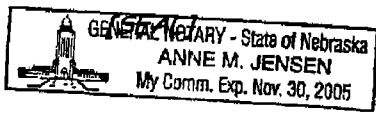
STATE OF NEBRASKA }
 }
COUNTY OF SARPY }

On this 23RD day of March, 2004, before me the undersigned Notary Public in and for said county, personally appeared Gabe Oas and Paulette Gacke, as President and Secretary respectively for Hanson's Lake #3 Improvement Association, Inc., and they acknowledged to me that they signed their names to the foregoing Revised Bylaws of Hanson's Lake #3 Improvement Association, Inc. and declared the execution thereof to be their voluntary act and deed.

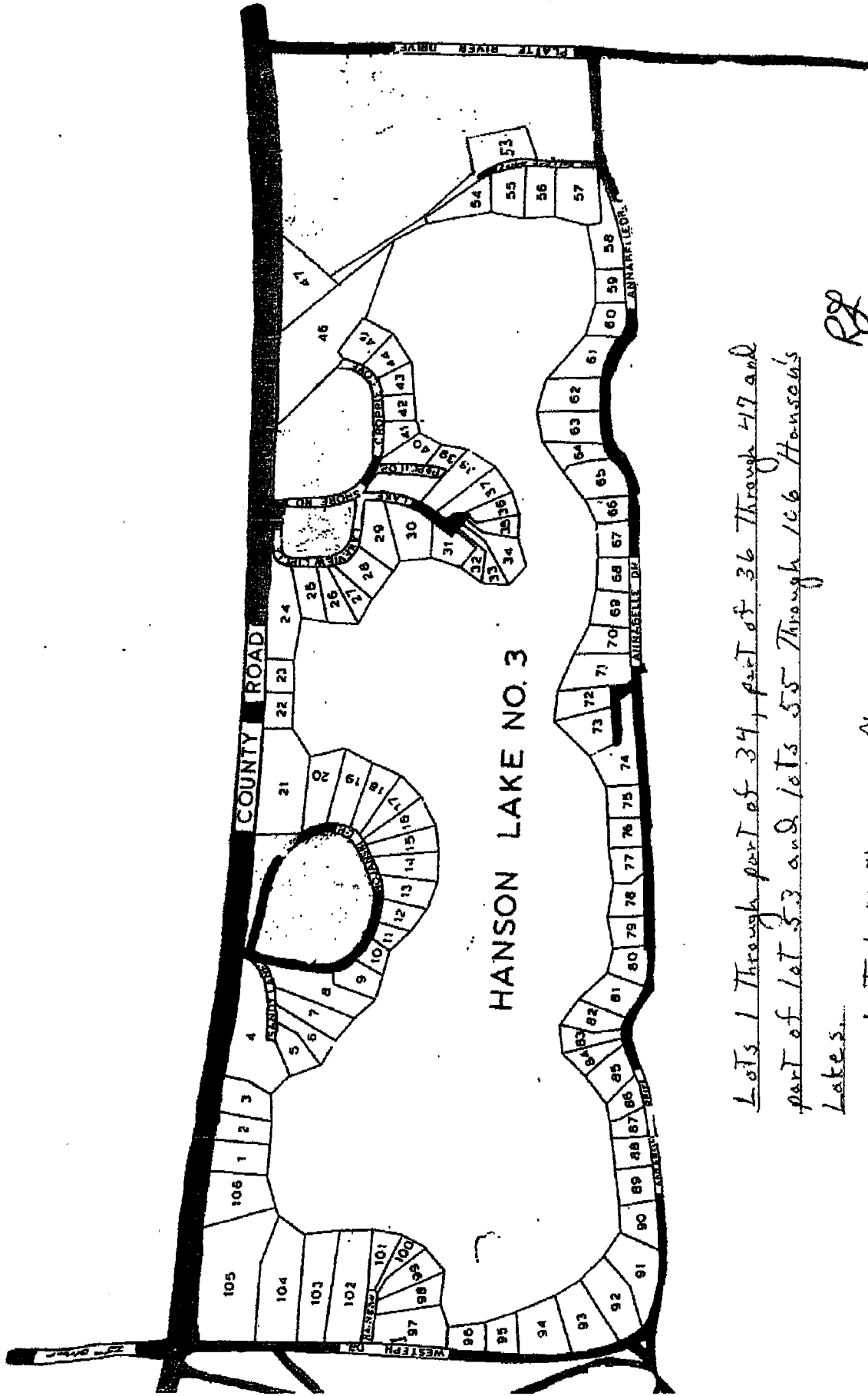
In witness whereof, I affix my hand and Notarial seal on the date above written.

My Commission Expires:

By: 
Notary Public



2004-11127 P



HANSON LAKE NO. 3

Lots 1 Through part of 34, part of 36 Through 47 and part of lot 53 and lots 55 Through 106 Hanson's Lakes.

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- Lot 1 Matheson Place
- Lot 1 re-plot of part of lot 34, all of
- lot 35 and part of lot 36 Hanson's Lakes.