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STATE OF NEBRASKA } SS  
Lancaster County

Microfilmed for record in the  
Clerks Office in Lincoln

STATE OF NEBRASKA } SS  
SECRETARY'S OFFICE

Filed and recorded on film roll

in said county, the 8 day of December 1993 ARTICLES OF INCORPORATION OF

at 10:30 o'clock A. M. Film No. PINE LAKE HEIGHTS HOMEOWNERS ASSOCIATION, INC.

Fee Paid \$ 30.00 93-0884

9322 page 21

Allen J. Baerman

Secretary of State

County Clerk

The undersigned, acting as incorporators of a Corporation under the Nebraska Non-profit Corporation Act, adopt the following Articles of Incorporation for this Corporation:

FIRST: The name of the Corporation is Pine Lake Heights Homeowners Association, Inc., hereinafter the "Corporation".

SECOND: The period of its duration is perpetual.

THIRD: The objects, purposes and powers of the Corporation shall be to:

- (A) Promote the health, safety, and welfare of the residents of the property more particularly described on Exhibit "A" which is attached hereto and incorporated herein by this reference as if fully set forth (the "Property");
- (B) To enforce all of the terms, provisions and restrictions of the Protective Covenants (the "Covenants") applicable to said Property, as the same may now or hereafter be filed with the Register of Deeds of Lancaster County, Nebraska, as amended;
- (C) To maintain and repair the Commons and all Common Area (as defined in the Covenants), all in accordance with the terms and provisions of the Covenants;
- (D) To carry out the objects and purposes as set forth in (A), (B) and (C) above for any Additional Property (as defined in the Covenants) which may now or hereafter be added to the Property described on Exhibit "A" hereto by, or with the consent of, the Owner pursuant to the Covenants;
- (E) To own the title to, and the improvements located on, any portion of the Commons or the Common Area (as defined and identified in the Covenants) located within the Property or any Additional Property, and;
- (F) In connection with the foregoing to exercise all powers permitted under the laws of the State of Nebraska in furtherance of any the foregoing objects and/or purposes.

FOURTH: Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot (as defined in the Covenants) located on the Property or on any Additional Property shall be a Member of the Corporation,

2  
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provided, however, that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member.

FIFTH: Provisions for the regulation of the internal affairs of the Corporation are set forth in the Corporation's By-Laws; there are no provisions for the distribution of assets on dissolution or final liquidation of the Corporation.

SIXTH: The Corporation shall have two (2) classes of Members. The designation of such classes and qualifications and rights of the Members of such classes shall be as follows:

Class A Membership shall include all Members of the Corporation except the Owner (as identified in the Covenants). Each Class A Member of the Corporation shall be entitled to all the rights of Membership and to one vote for each Lot located on the Property which is owned by such Member, provided, however, that no more than one vote shall be cast with respect to any one Lot;

Class B Membership shall include only the Owner (as identified in the Covenants), who shall be entitled to 2 votes for each Lot located on the Property which is owned by the Owner; provided, however, that for each Lot sold by the Owner to any Class A Member, the number of votes entitled to be cast by the Class A Member shall be reduced by 2.

SEVENTH: The Board of Directors, by affirmative vote of  $\frac{2}{3}$  of all Members of the Board, may suspend a Member for cause after an appropriate hearing. Additionally, by a majority vote of the Board of Directors at any regularly constituted Directors meeting, the Board of Directors may suspend the membership of any Member who shall be in default in the payments of any annual general or special assessment for the period fixed by the Corporation's By-Laws.

EIGHTH: Membership in the Corporation is not transferrable or assignable; Membership shall be appurtenant to and may not be separated from ownership of any Lot, and ownership of such Lot shall be the sole qualification for membership.

NINTH: The address of the initial registered office of the Corporation is 3901 Normal Blvd., Lincoln, Nebraska 68506, and the name of its initial registered agent at such address is Gerald L. Schleich.

TENTH: The number of directors constituting the initial Board of Directors of the Corporation is three, and the name and address of the person or persons who will serve as initial directors is: Gerald L. Schleich, 3901 Normal Blvd., Lincoln, NE 68506 John C. Brager, Suite D, 5900 South 58th St.,

3

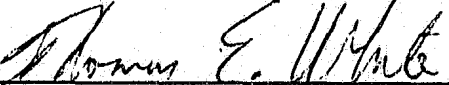
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Lincoln, NE 68516, and; Thomas E. White, Suite C, 5900 South 58th St., Lincoln, NE 68516.

ELEVENTH: The name and address of each incorporator is: Gerald L. Schleich, 3901 Normal Blvd., Lincoln, NE 68506 John C. Brager, Suite D, 5900 South 58th St., Lincoln, NE 68516, and; Thomas E. White, Suite C, 5900 South 58th St., Lincoln, NE 68516.

DATED this 2nd day of December, 1993.

  
Gerald L. Schleich, Director and Incorporator

  
Thomas E. White, Director and Incorporator

  
John C. Brager, Director and Incorporator

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4

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**EXHIBIT "A" TO  
ARTICLES OF INCORPORATION**

Legal description of the Property referred to at Paragraph I (D):

Lots 1 through 7 inclusive, Block 1

Lots 1 through 16 inclusive, Block 2

Lots 1 through 4 inclusive, Block 3

Lot 1 of Block 4

Lots 1 through 6 inclusive, Block 5

Lots 1 and 2, Block 6

Lots 1 through 10 inclusive, Block 7

All in Pine Lake Heights Additions to Lincoln, Lancaster  
County, Nebraska

Together with all Commons and Common Area as defined in Paragraph I (B) of the Protective Covenants abutting any of the foregoing described lots, including but not limited to Outlot "A" Pine Lake Heights Addition to Lincoln, Lancaster County, Nebraska, which is hereby specifically designated as a Common Area Detention Pond, and Outlot "C" Pine Lake Heights Addition to Lincoln, Lancaster County, Nebraska.

Together with any additional portion of the property more particularly described on Exhibit "B" which is attached hereto and incorporated herein by this reference as if fully set forth which may hereafter be made subject to the terms and provisions of the Covenants.

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5  
EXHIBIT "B" TO 000884

ARTICLES OF INCORPORATION

A LEGAL DESCRIPTION FOR PURPOSES OF ESTABLISHING BUILDING COVENANTS ON A TRACT OF LAND COMPOSED OF LOT 18 I.T., A PORTION OF LOT 17 I.T., A PORTION OF LOT 15 I.T., AND A PORTION OF LOT 14 I.T., ALL LOCATED IN THE EAST HALF OF SECTION 19, T9N, R7E OF THE 6TH P.M., CITY OF LINCOLN, LANCASTER COUNTY, NEBRASKA, AND MORE PARTICULARLY AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID LOT 18 I.T., THENCE SOUTH 89 DEGREES 31 MINUTES 41 SECONDS EAST ALONG THE NORTH LINE OF SAID LOT 18 I.T., A DISTANCE OF 1168.74 FEET TO THE NORTHEAST CORNER OF SAID LOT 18 I.T., THENCE SOUTH 0 DEGREES 28 MINUTES 19 SECONDS WEST ALONG THE EAST LINE OF SAID LOT 18 I.T., A DISTANCE OF 183.38 FEET TO A POINT, THENCE SOUTH 9 DEGREES 16 MINUTES 08 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 18 I.T., A DISTANCE OF 88.51 FEET TO A POINT, THENCE SOUTH 42 DEGREES 40 MINUTES 36 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 18 I.T., A DISTANCE OF 108.80 FEET TO A POINT, THENCE SOUTH 89 DEGREES 31 MINUTES 41 SECONDS EAST ALONG THE NORTH LINE OF SAID LOT 18 I.T., A DISTANCE OF 41.00 FEET TO A POINT, THENCE SOUTH 0 DEGREES 28 MINUTES 19 SECONDS WEST ALONG THE EAST LINE OF SAID LOT 18 I.T., A DISTANCE OF 148.95 FEET TO A POINT, THENCE SOUTH 8 DEGREES 01 MINUTES 03 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 18 I.T., A DISTANCE OF 95.81 FEET TO A POINT, THENCE SOUTH 49 DEGREES 28 MINUTES 16 SECONDS EAST ALONG THE NORTHEAST LINE OF SAID LOT 18 I.T., A DISTANCE OF 99.97 FEET TO A POINT, THENCE SOUTH 89 DEGREES 31 MINUTES 41 SECONDS EAST ALONG THE NORTH LINE OF SAID LOT 18 I.T., A DISTANCE OF 187.24 FEET TO A POINT, THENCE SOUTH 35 DEGREES 59 MINUTES 38 SECONDS EAST ALONG AN EXTENSION OF THE NORTHEAST LINE OF SAID LOT 18 I.T., A DISTANCE OF 98.24 FEET TO A POINT, THENCE SOUTH 59 DEGREES 35 MINUTES 19 SECONDS WEST, A DISTANCE OF 87.06 FEET TO A POINT, THENCE SOUTH 9 DEGREES 54 MINUTES 28 SECONDS EAST, A DISTANCE OF 222.43 FEET TO A POINT, THENCE SOUTH 49 DEGREES 54 MINUTES 51 SECONDS EAST, A DISTANCE OF 74.32 FEET TO A POINT, THENCE SOUTH 67 DEGREES 57 MINUTES 41 SECONDS EAST, A DISTANCE OF 401.48 FEET TO A POINT, THENCE SOUTH 69 DEGREES 05 MINUTES 06 SECONDS EAST, A DISTANCE OF 441.83 FEET TO A POINT, THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, A DISTANCE OF 146.42 FEET TO A POINT ON THE EAST LINE OF SAID LOT 17 I.T., THENCE SOUTH 0 DEGREES 00 MINUTES 00 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 17 I.T., A DISTANCE OF 1029.34 FEET TO THE SOUTHEAST CORNER OF SAID LOT 17 I.T., SAID POINT BEING THE NORTHEAST CORNER OF SAID LOT 15 I.T., THENCE SOUTH 0 DEGREES 00 MINUTES 02 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 15 I.T., A DISTANCE OF 213.01 FEET TO A POINT, THENCE SOUTH 0 DEGREES 04 MINUTES 50 SECONDS WEST ALONG THE EAST LINE OF SAID LOT 15 I.T., A DISTANCE OF 694.22 FEET TO A POINT, THENCE SOUTH 0 DEGREES 46 MINUTES 42 SECONDS EAST ALONG THE EAST LINE OF SAID LOT 15 I.T., A DISTANCE OF 120.80 FEET TO THE SOUTHEAST CORNER OF SAID LOT 15 I.T., THENCE NORTH 89

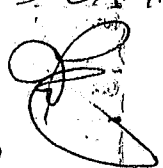
6

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DEGREES 36 MINUTES 14 SECONDS WEST ALONG THE SOUTH LINE OF SAID LOT 15 I.T., AND LOT 14 I.T., A DISTANCE OF 1294.63 FEET TO A POINT 36 FEET WEST OF THE SOUTHWEST CORNER OF SAID LOT 15 I.T., THENCE NORTH 0 DEGREES 02 MINUTES 43 SECONDS WEST ALONG A LINE THAT IS 36 FEET WEST OF AND PARALLEL TO THE WEST LINE OF SAID LOT 15 I.T., A DISTANCE OF 780.67 FEET TO A POINT OF CURVATURE, THENCE AROUND A CURVE IN A COUNTERCLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 90 DEGREES 00 MINUTES 01 SECONDS, AN ARC DISTANCE OF 257.61 FEET, A RADIUS OF 164.00 FEET, AND A CHORD OF NORTH 45 DEGREES 02 MINUTES 43 SECONDS WEST ALONG A LINE THAT IS 36 FEET SOUTHWEST OF AND PARALLEL TO THE SOUTHWEST LINE OF SAID LOT 15 I.T., A DISTANCE OF 231.93 FEET TO A POINT OF TANGENCY, THENCE SOUTH 89 DEGREES 57 MINUTES 17 SECONDS WEST ALONG A LINE THAT IS 36 FEET SOUTH OF AND PARALLEL TO THE SOUTH LINE OF LOT 15 I.T., A DISTANCE OF 807.74 FEET TO A POINT OF CURVATURE, THENCE AROUND A CURVE IN A CLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 23 DEGREES 18 MINUTES 26 SECONDS, AN ARC DISTANCE OF 167.53 FEET, A RADIUS OF 411.84 FEET, AND A CHORD OF NORTH 78 DEGREES 23 MINUTES 30 SECONDS WEST, A DISTANCE OF 166.38 FEET TO A POINT, THENCE SOUTH 26 DEGREES 47 MINUTES 58 SECONDS WEST, A DISTANCE OF 175.91 FEET TO A POINT OF CURVATURE, THENCE AROUND A CURVE IN A COUNTERCLOCKWISE DIRECTION HAVING A DELTA ANGLE OF 05 DEGREES 18 MINUTES 57 SECONDS, AN ARC DISTANCE OF 34.33 FEET, A RADIUS OF 370.00 FEET, AND A CHORD OF SOUTH 24 DEGREES 08 MINUTES 29 SECONDS WEST, A DISTANCE OF 34.32 FEET TO A POINT, THENCE NORTH 68 DEGREES 30 MINUTES 59 SECONDS WEST, A DISTANCE OF 60.00 FEET TO A POINT ON THE WEST LINE OF SAID LOT 15 I.T., SAID LINE BEING THE WEST LINE OF THE EAST HALF OF SAID SECTION 19 T9N, R7E, THENCE NORTH 0 DEGREES 02 MINUTES 43 SECONDS WEST ALONG THE WEST LINE OF SAID LOT 15 I.T., SAID LOT 17 I.T. AND SAID LOT 18 I.T., A DISTANCE OF 2607.29 FEET TO THE POINT OF BEGINNING, SAID TRACT CONTAINS A CALCULATED AREA OF 141.56 ACRES MORE OR LESS.

PL14, 15 SE 1/4 19-9-7  
 PL17 NE 1/4 19-9-7

LANCASTER COUNTY, NEB  
*Dora Nelt*  
 REGISTER OF DEEDS  
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PILAHE  
  
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INST. NO 93 56591

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*W Michael Morrow*