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BOOK 375 PAGE 564

NOV 8 1994
STATE OF NEBRASKA } 832
SECRETARY'S OFFICE } SS
Received and filed for record 15163
and recorded on film roll No. 44-20 at page 1385

Allen J. Beermann
Secretary of State
By JMC R4.00 pd

ARTICLES OF INCORPORATION
OF

CHERRY HILLS PROPERTY OWNERS ASSOCIATION

The undersigned being the record owners of the real property legally described as:

Lots 1 through 12 and 14 through 18, inclusive, in Halford's CHERRY HILLS, a Subdivision in Washington County, Nebraska, as surveyed, platted and recorded,

hereby associate themselves together for the purpose of organizing a non-profit, non-stock corporation under the Non-Profit Corporation Act of the State of Nebraska, and hereby adopt Articles of Incorporation as follows:

ARTICLE I -- The name of this corporation is CHERRY HILLS PROPERTY OWNERS ASSOCIATION, hereinafter referred to as "the Association".

ARTICLE II -- The Association shall have perpetual existence.

ARTICLE III -- The Association is organized for the purposes of (i) providing for the maintenance, repair and improvement of the Streets and Roadways (which shall mean and refer to Cherry Hills Lane, Sunset Drive, and Pioneer Drive, as shown upon the plat of Halford's CHERRY HILLS, a Subdivision in Washington County, Nebraska, as surveyed, platted, and recorded -- hereinafter sometimes referred to as the "Subdivision") and (ii) providing for the maintenance, repair and improvement of the Surface Drainage Improvement [which shall mean and refer to any improvements for the control of surface drainage and runoff including, but not limited to, detention ponds located on Lots one (1), two (2) and sixteen (16)] within the Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and for said purposes to, by way of illustration and not by limitation:

A. Perform all of the duties and obligations of the Association as set forth in any recorded Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Covenants", applicable to said Subdivision, and as the same may be amended from time to time as therein provided as well as to enforce compliance with same;

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STATE OF NEBRASKA COUNTY OF WASHINGTON SS 4345
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B. Fix, levy, collect and enforce the payment of all charges or assessments pursuant to the terms of the Covenants and the By-Laws of the Association; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Dedicate, sell or transfer all or any part of the Streets and Roadways to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the then Voting Members of the Association agreeing to such dedication, sale or transfer;

E. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common elements, provided, that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the then Voting Members of the Association;

F. Do and transact all other lawful qualifying business incident to, necessary, suitable, or advisable for, or in any way connected with, said purposes for which the Association is formed;

G. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Nebraska by Law may have or hereafter have or exercise.

ARTICLE IV -- Membership in the Association shall be appurtenant to and may not be separated from the ownership of Lots 1 through 12 and 14 through 18, inclusive, in Halford's CHERRY HILLS, a Subdivision in Washington County, Nebraska, as surveyed, platted and recorded. Every person or entity who is a current record owner of a fee simple interest in any such Lot, including contract sellers, receivers or trustees in bankruptcy, but excluding mortgagees (except those in possession), trustees holding deeds of trust, or other persons or entities who hold an interest merely as security for the performance of an obligation, shall be a member of the Association; however, there shall be only one Voting Member per

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Lot, and in no event shall more than one vote for Association matters be cast with respect to any such Lot. Accordingly, when more than one person or entity holds a fee interest in any such Lot, the owners of such Lot shall (in form acceptable to the Board of Directors of the Association) designate and authorize one person to be the Voting Member for/from such Lot, and the vote by such Voting Member shall be binding on all members of the Lot represented by said Voting Member.

ARTICLE V -- The Association does not contemplate pecuniary gain or profit to the members thereof, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI --The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the then Voting members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Failing that, such assets shall be conveyed to the members of the Association as tenants in common.

ARTICLE VII -- The initial registered office of the corporation is 3934 North 90 Street, Omaha, Nebraska, 68134, and the registered agent at such address is Howard L. Neuhaus.

ARTICLE VIII -- The names and addresses of the Initial Board of Directors are:

Dale E. Berg	505 Cherry Hills Lane Fort Calhoun, Nebraska 68023
Howard L. Neuhaus	601 Sunset Drive Fort Calhoun, Nebraska 68023
Sandy L. Neuhaus	601 Sunset Drive Fort Calhoun, Nebraska 68023

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ARTICLE IX. INDEMNIFICATION OF DIRECTORS/OFFICERS/EMPLOYEES/AGENTS

SECTION 1. GENERAL. Every person (and the heirs and legal representatives of such person) who is or was a Director, officer, employee, or agent of the Association, or of any other corporation, partnership, joint venture, trust or other enterprise which he/she serves or served as such at the request or direction of the Association may in accordance with this Article be indemnified by the Association against any and all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred that may be incurred by him/her in connection with or resulting from any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) in which he/she may become involved, as a party or otherwise by reason of his/her being or having been a Director, officer, employee or agent of the Association or such other corporation, partnership, joint venture, trust or other enterprises, whether he/she continues to be such at the time such liability or expense is incurred, provided: (a) in the case of any threatened, pending or completed action or suit brought by or in the right of the Association to procure a judgment in its favor, that such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association and has not been adjudged to be liable for negligence or misconduct in the performance of his/her duty on behalf of the Association; provided, however, that if and only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper, such person shall be indemnified by the Association in accordance with the Court's order and the provisions of this Article; or (b) in the case of any threatened, pending or completed action or suit, not brought by or in the right of the Association, such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and in addition, in any criminal action or proceeding which had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit or other proceeding, by judgment, order, settlement (whether with or without Court approval), or conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that such person did not meet the standards of conduct set forth in this paragraph.

SECTION 2. DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. Every person (and heirs and legal representatives of such person) referred to in Section 1 of this Article who has been unsuccessful

on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 hereof, or in defense of any claim, issue or matter therein, shall be entitled to indemnification as provided in Section 1 as of right. Except as provided in the preceding sentence, any indemnification under said Section 1, unless ordered by a Court shall be made by the Association, but only if either (a) the Board of Directors, acting by a quorum consisting of Directors who were not parties to such action, suit or other proceedings, shall find that such person has met the standards of conduct set forth in said Section 1, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, independent legal counsel (who may be regular counsel of the Association) shall deliver to the Association their written advice that, in their opinion, such person has met such standards, or (c) the members shall find that such person has met the standards of conduct set forth in said Section 1.

SECTION 3. ADVANCEMENT OF EXPENSES. Expenses incurred with respect to any action, suit or other proceeding of the character described in Section 1 of this Article may be paid by the Association in advance of the final disposition thereof as authorized in the manner provided in Section 2 hereof, upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article.

SECTION 4. RIGHTS NOT EXCLUSIVE. The rights of indemnification provided in this Article shall be in addition to any rights to which any person (or the heirs or legal representatives of such person) referred to in Section 1 of this Article may otherwise be entitled under any By-Law, agreement, vote of members, or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in other capacity while holding such office and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Association or such other corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE X. -- Registered Property Owners, Lots 1-12 and 13-18, Halford's Cherry Hills:

1. Randall & Katherine Schrum
RR 1, Box 146, Fort Calhoun, NE 68023
2. J. Gregory & Michelle Thomson
RR 1, Box 68C, Fort Calhoun, NE 68023
3. James K. Perkins
3033 California Street, Omaha, NE 68131

4. Gregory S. & Gloria E. Williamsen
11212 Franklin Plaza, Apt. 1103, Omaha, NE 68154
5. Michael O. & Valorie J. Wiley
Sunset Drive, Fort Calhoun, NE 68023
6. David A. & Susan H. Webster
4408 Longview, Omaha, NE 68133
7. Gary E. & Debbi L. Rice
8130 Keystone Drive, Omaha, NE 68134
8. James A. & Jill L. Shields
4810 Red Rock Avenue, Omaha, NE 68147
9. Howard L. & Sandy L. Neuhaus
601 Sunset Drive, Fort Calhoun, NE 68023
10. Edward H & Deborah L. Baldozier
409 Sunset Drive, Fort Calhoun, NE 68023
11. Eugene A. & Pamela J. Riggs
504 Cherry Hills Lane, Fort Calhoun, NE 68023
12. Dale E. & Mary Kay Berg
505 Cherry Hills Lane, Fort Calhoun, NE 68023
14. William & Marjorie Stratbucker
501 Cherry Hills Lane, Fort Calhoun, NE 68023
15. Richard A. & Carol J. Short
405 Cherry Hills Lane, Fort Calhoun, NE 68023
16. Scott & Nancy Holder
3009 N. 97th Street, Omaha, NE 68134
17. Darrell L. & Betsy Halford
302 N. 156th Avenue, Bennington, NE 68007
18. Peter S. & Roberta M. Vana
4988 Drexel Street, Omaha, NE 68117

(Lot 13 having been eliminated of record)

WITNESS our hands as Incorporators this 27th day of January, 1994.

<u>Walter W. [Signature]</u> Lot 1	<u>J. Gregory Thomson</u> Lot 2
<u>James K. Paul</u> Lot 3	<u>W.S. Williams</u> Lot 4
<u>James J. Wiley</u> Lot 5	<u>James H. Webster</u> Lot 6
<u>and E. Rice</u> Lot 7	<u>James H. Hill</u> Lot 8
<u>Howard O. [Signature]</u> Lot 9	<u>Edward H. Balbonier</u> Lot 10
<u>Ernie [Signature]</u> Lot 11	<u>Mary Kay Berg</u> Lot 12
<u>Dean L. Holden</u> Lot 16	<u>Rub [Signature]</u> Lot 15
<u>Bill E. Stottwiche</u> Lot 14	<u>Donal [Signature]</u> Lot 17
<u>[Signature]</u> Lot 18	<u>Roberta M. Vana</u>

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CHARLOTTE L. PETERSEN
WASHINGTON COUNTY CLERK
BLAIR, NEBR.

STATE OF NEBRASKA COUNTY OF WASHINGTON) SS 3902
ENTERED IN NUMERICAL INDEX AND FILED FOR RECORD
THIS 27th DAY OF January A.D. 19 94
AT 10:27 O'CLOCK A.M. AND RECORDED IN BOOK
346 AT PAGE 232-238
COUNTY CLERK (Charlotte L. Petersen)
DEPUTY (Karen Madson)

Recorded

General

Numerical #

Photostat

CHARLOTTE L. PETERSEN
WASHINGTON COUNTY CLERK
BLAIR, NEBR.

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