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STATE OF NEBRASKA }
LawCaster County } ss

Microfilmed for record in the
Clerks Office in Lincoln

in said county, the 7 day of September 19 90

at 9:10 o'clock A. M. Film No. 90-0693

Fee Paid \$ 15.00

W. Robert Baker
County Clerk

Deputy **ARTICLES OF INCORPORATION OF
LONE TREE HOMEOWNERS ASSOCIATION, INC.**

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STATE OF NEBRASKA }
SECRETARY'S OFFICE } ss

Received and filed for record
and recorded on film roll No. 90-18 at page 647

Allan J. Beermain

Secretary of State

By Imm

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 Lone Tree 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 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"); to enforce all of the terms, provisions and restrictions of the Protective Covenants (the "Covenants"), applicable to said Property; to maintain the Commons and Roadways (as defined in the Covenants), and; to do and perform any and all other acts and duties, permissible or required under the laws of the State of Nebraska for the purposes herein before set forth.

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 shall be a Member of the Corporation, 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.

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), or its successors or assigns, who shall initially be entitled to 72 votes; provided, however,

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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.

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

Membership in the Corporation is not transferable 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.

SIXTH: The address of the initial registered office of the Corporation is Suite 310, 1235 "K" Street, Lincoln, Nebraska 68508, and the name of its initial registered agent at such address is John C. Brager.

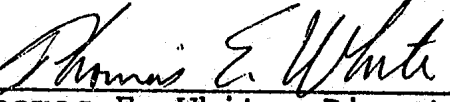
SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is three, and the name and address of the person or persons who will serve as initial directors is: John C. Brager, Suite 310, 1235 "K" Street, Lincoln, NE 68508; Thomas E. White, Suite 310, 1235 "K" Street, Lincoln, NE 68508, and; Dale Jensen, 47 Bishop Square, Lincoln, NE 68502.

EIGHTH: The name and address of each incorporator is: John C. Brager, Suite 310, 1235 "K" Street, Lincoln, NE 68508; Thomas E. White, Suite 310, 1235 "K" Street, Lincoln, NE 68508, and; Dale Jensen, 47 Bishop Square, Lincoln, NE 68502.


DATED this 1st day of MAY, 1990.



John C. Brager, Director and
Incorporator



Thomas E. White, Director and
Incorporator



Dale Jensen, Director and
Incorporator

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EXHIBIT "A"

Legal Description of Property

A tract of land composed of Outlot "A" The Ridge Addition, located in the SE 1/4 of Section 13, Township 9 North, Range 6 East of the 6th P.M. Lancaster County, Nebraska, which is more particularly described as follows:

Commencing from the NE corner of said Outlot "A", said point also being the true point of beginning, thence on an assumed bearing of S.0°00'00"E. along the East line of said Outlot "A" a distance of 1127.61'; to the SE corner of said Outlot "A", thence N.90°00'00"W. along the South line of said Outlot "A" a distance of 225.00' to a point of curvature, thence on a curve to the right whose radius is 277.76', a central angle of 41°58'37". an arc distance of 203.50', and a chord bearing of N.69°00'41"W., to the SW corner of said Outlot "A", thence N.41°58'37"E. along the West line of said Outlot "A" a distance of 80.00', thence N.18°45'59"E. along the West line of said Outlot "A" a distance of 94.09', thence N.0°00'00"E. along the west line of said Outlot "A" a distance of 195.20', thence N.16°30'00"W. along the West line of said Outlot "A" a distance of 748.49' to the NW corner of said Outlot "A", thence S.89°27'33"E. along the North line of said Outlot "A" a distance of 539.61' to the point of beginning. Said tract contains a calculated area of 10.37 acres more or less.

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The Ridge 3

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LANCASTER COUNTY, NEBR.

Don Jallo
REGISTER OF DEEDS

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