

ARTICLES OF INCORPORATION
OF
MEADOW VIEW
HOMEOWNERS ASSOCIATION, INC.,
A NONPROFIT CORPORATION

In compliance with the requirements of the Nebraska Nonprofit Corporation Act, the undersigned, all of whom are residents of Lincoln, Lancaster County, Nebraska, and all of whom are of full age, and acting as incorporators of a nonprofit corporation, hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

The name of the corporation is the Meadow View Homeowners Association, Inc., hereinafter called the "*Association*".

ARTICLE II.

This corporation is a mutual benefit corporation.

ARTICLE III.

The principal office of the Association is located at 3930 South Street, Suite 101, Lincoln, Nebraska, 68506. **Glynn & Bollerup, P.C.**, whose address is 3930 South Street, Suite 101, Lincoln, Nebraska 68506, is hereby appointed the initial registered agent of this Association.

ARTICLE IV.

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and the Common Area within that certain tract of property described as:

Meadow View Estates Addition located at the NW 1/4, Section 2, T.9 N., R.7 E., of the 6th P.M., Lancaster County, Nebraska consisting of Lots 1 through 61, and Outlots A, B & C.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- a. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "*Declaration*", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Lancaster County, Nebraska, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- b. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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. borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e. dedicate, sell or transfer all or any part of the Common Area to any person, any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- f. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and the Common Area, provided that any such merger, consolidation or annexation shall have the assent to two-thirds (2/3) of each class of members;
- g. have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Nebraska by law may now or hereafter have or exercise.

ARTICLE V.

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI.

VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B. The Class B member(s) shall be the Owner-Developer as defined in the Declaration, and shall be entitled to four (4) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- a. When the total votes outstanding in the class A membership equal the total votes outstanding in the Class B membership; or
- b. On September 1, 2001.

ARTICLE VII.

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Hubert H. Hall	2300 South 48 th Street, Suite 2 Lincoln, Nebraska 68506
David H. Hall	2300 South 48 th Street, Suite 2 Lincoln, Nebraska 68506
John H. Claussen II	5900 Princess Margaret Drive Lincoln, Nebraska, 68516

At the first annual meeting, the members shall elect three directors for a term of one year, and at each annual meeting thereafter, the members shall elect three directors for a term of one year.

ARTICLE VIII.

The Association shall indemnify to the full extent permitted by law, any person who is made, or threatened to be made, a party to any actions, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, his testator, or intestate is, or was a Director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association.

ARTICLE IX.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident of a merger or consolidation, the assets of the Association, other than incident of a merger or consolidation, the assets of the Association shall be divided equally among the members based on their lot ownership, and the interest in the common area shall be voided.

ARTICLE X.

DURATION

The corporation shall exist perpetually.

ARTICLE XI.

AMENDMENTS

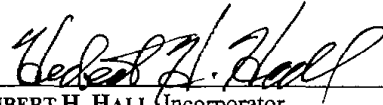
Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XII.

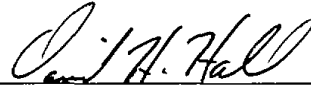
SEAL

The Corporation shall have no corporate seal.

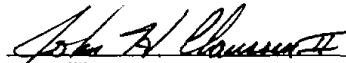
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 6th day of August, 1999.



HUBERT H. HALL, Incorporator
2300 South 48th, Suite 2
Lincoln, NE 68506



DAVID H. HALL, Incorporator
2300 South 48th, Suite 2
Lincoln, NE 68506



JOHN H. CLAUSSEN II, Incorporator
5900 Princess Margaret Drive
Lincoln, NE 68516