

ARTICLES OF INCORPORATION
OF
DEER CREEK HIGHLANDS HOMEOWNERS' ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS that the undersigned has come forward for the purpose of forming a nonprofit corporation under the Nebraska Nonprofit Corporation Act and for that purpose does hereby adopt these Articles of Incorporation.

ARTICLE I.

The name of the corporation is Deer Creek Highlands Homeowners' Association.

ARTICLE II.

This corporation is a mutual benefit corporation and shall have members.

ARTICLE III.

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 operation, maintenance, preservation and architectural control of the Lots and Common Facilities within the tracts of property hereinafter described and such additional tracts of property as the Board of Directors of this Association shall determine, all as required and defined in the Declaration of Covenants, Conditions, Restrictions and Easements dated February 28, 2005 and recorded March 4, 2005 in the Office of the Register of Deeds of Douglas County, Nebraska as Instrument No. 2005024306 (hereinafter the "Declaration")(capitalized terms not otherwise defined herein are as defined in the Declaration), initially including the real property described as follows, to wit:

Lots 1 through 137, inclusive, in Deer Creek Highlands, a subdivision, as surveyed, platted, and recorded in Douglas County, Nebraska.

and to promote the health, safety, welfare and recreational and residential purposes of the owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association; for these purposes to:

1. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
2. fix, levy, collect and enforce payment by any lawful means, of 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;

3. 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;

4. borrow money, and with the assent of two-thirds (2/3) of the votes of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed for debts incurred;

5. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of members;

6. have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Nebraska by law may now or hereafter have or exercise.

ARTICLE IV.

The street address of the corporation's initial registered office is 2120 South 72nd Street, Suite 1200, Omaha, Nebraska 68124, and the name of its initial registered agent at such address is John M. Prososki.

ARTICLE V.

The affairs of the corporation shall initially be managed by a board of three (3) directors, and thereafter, by such number as determined in accordance with the Bylaws of the corporation.

ARTICLE VI.

The name and street address of the incorporator of the corporation is:

John M. Prososki
2120 South 72nd Street, Suite 1200
Omaha, Nebraska 68124

ARTICLE VII.

The private property of the members of the corporation shall not be subject to the payment of any corporate debts whatsoever.

ARTICLE VIII.

Every person or entity who is the record owner of the fee title or an undivided interest in the fee title in any Lot which is subject to the above-mentioned Declaration, except those having such interest merely as security for the performance of an obligation, and the purchaser under a recorded contract for the sale and purchase of any such Lot, under which the seller retains title solely as security for the performance of the purchaser's obligation under the contract, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of any Lot which is subject to assessment by this corporation.

The corporation shall have two classes of voting membership.

Class A members are all owners, with the exception of the Declarant referred to in the aforementioned Declaration, its successors and assigns. Each Class A member shall be entitled to one (1) vote for each Lot owned. When there is more than one (1) person or entity holding an interest in any Lot, then all such persons or entities shall be members; provided, however, that the vote for each such Lot shall be exercised as such persons or entities shall determine, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot.

Class B members shall be the Declarant, which shall be entitled to three (3) votes for each Lot owned by the Declarant. The Class B membership shall cease and be converted to Class A membership once 80% or more of the Lots subject to the Declaration are owned by Class A members.

ARTICLE IX.

The corporation shall neither have nor issue shares of stock. No dividend shall be paid and no part of the income of the corporation shall inure to the benefit of or be distributed to its members, directors or officers.

ARTICLE X.

The management of this corporation shall be vested in a Board of Directors of not less than three (3) directors, and in a president, vice-president, secretary and treasurer, all of whom shall be elected as provided in the Bylaws. Directors and officers need not be members of this corporation. Any two offices except those of president and secretary or president and vice president may be held by one person. The Bylaws may provide for additional directors and officers. The regular annual meeting of the members of this corporation shall be held at the time and place as set forth in the Bylaws. The regular annual meeting of the Board of Directors of the corporation shall be held on the date and at the time as set forth in the Bylaws.

ARTICLE XI.

The internal affairs of the corporation shall be controlled by the Bylaws which shall initially be adopted by the initial Board of Directors. The power to alter, amend, or repeal the Bylaws, or any

part thereof, and to adopt new Bylaws, shall be vested in the members, subject, however, to any limitations contained in the initial Bylaws or by statute. Such alterations, amendments, or repeal may be made at any annual, regular or special meeting of the members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less.

ARTICLE XII.

The corporation reserves the right to amend, alter, change, or repeal, any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights herein conferred upon members or others are granted subject to this reservation.


ARTICLE XIII.

The corporation may be dissolved with the approval of each class of members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less, of each such class. Upon dissolution of this corporation, other than as incident to a merger or consolidation, the assets of this corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was chartered. In the event that any such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization which entity shall devote the assets to such similar purposes.

ARTICLE XIV.

The corporation shall indemnify any past or present director or officer of the corporation to the fullest extent permitted by the Nebraska Nonprofit Corporation Act as so amended from time to time.

18 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of April, 2005.



John M. Prosocki, Incorporator

Nebraska Secretary of State
Corporate Division
Suite 1301, Capitol Bldg.
Lincoln, Nebraska 68509

Re: Deer Creek Highlands Homeowners' Association

To Whom It May Concern:

Please be advised that Deer Creek Highlands, LLC, a Nebraska limited liability company, hereby authorizes and consents to Deer Creek Highlands Homeowners' Association using the name "Deer Creek Highlands Homeowners' Association" in forming a homeowners association with the Nebraska Secretary of State.

Deer Creek Highlands, LLC, a Nebraska
limited liability company

By



Steve Faller, Member