

**ARTICLES OF INCORPORATION OF
BELTERRA HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Nebraska Nonprofit Corporation Act, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
Name

The name of the corporation is Belterra Homeowners Association, Inc., hereafter called the "Association."

ARTICLE II
Mutual Benefit Corporation

The Association is a mutual benefit corporation.

ARTICLE III
Principal Office

The principal office of the Association is located at 3803 N. 153rd Street, Suite 201, Omaha, Nebraska 68116.

ARTICLE IV
Registered Agent and Office

Eugene J. Graves, is hereby appointed the initial registered agent of the Association and the registered office of the Association is located at 3803 N. 153rd Street, Suite 201, Omaha, Nebraska 68116.

ARTICLE V
Purpose and Powers of the Association

The 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 residential Lots and Common Areas within the residential portion of the Belterra subdivision.

The Association shall have the powers conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act, and all powers and duties necessary and appropriate to accomplish the purposes and administer the affairs of the Association. The powers and duties to be exercised by the Board of Directors, and upon authorization of the Board of Directors by the Officers, shall include but shall not be limited to the following:

- A. The acquisition (by gift, purchase, lease or otherwise), development, maintenance,

repair, replacement, operation and administration of Common Facilities, and the enforcement of the rules and regulations relating to the Common Facilities.

B. The landscaping, mowing, watering, repair and replacement of parks and other public property and improvements on parks or public property or property, subject to a lease or easement in favor of the Association.

C. The fixing, levying, collecting, abatement and enforcement of all charges, dues, or assessments made pursuant to the terms of the Declaration (as defined in the Bylaws).

D. The expenditure, commitment and payment of Association funds to accomplish the purposes of the Association including but not limited to payment for purchase of insurance covering any Common Facility against property damage and casualty; and purchase of liability insurance coverages for the Association, the Board of Directors of the Association and the members serving thereunder.

E. The exercise of all of the powers and privileges and the performance of 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.

F. The acquisition by purchase or otherwise, holding or disposition of any right, title or interest in real or personal property, wherever located, in connection with the affairs of the Association, including but not limited to any outlots within Belterra.

G. The deposit, investment and reinvestment of Association funds in bank accounts, securities, money market funds or accounts, mutual funds, pooled funds, certificates of deposit or the like.

H. The employment of professionals and consultants to advise and assist the Officers and Board of Directors of the Association in the general administration and management of the Association, and execution of such documents and doing and performance of their duties and responsibilities for the Association.

I. The doing and performing of such acts, and the execution of such instruments and documents, as may be necessary or appropriate to accomplish the purposes of the Association.

The Association shall maintain, in a generally neat and clean condition, any and all entrance ways, fence, signs, landscaping, or greenspace which have been installed in easement or other areas of the Belterra subdivision and center islands dividing dedicated roads, any drainage easements in favor of the Association, in generally good and neat condition.

ARTICLE VI

Membership

The corporation shall have members. The Association shall have the following classes of membership:

(a) **Class A.** Class A Members shall be all Owners (with the exception of the Declarant as provided in Section 6(b) or any Designated Builder as provided in Section 6(c), below). A Person shall automatically become a Class A Member upon becoming an Owner and shall remain a Class A Member for so long as he or she is an Owner; and

(b) **Class B.** The Class B Member shall be the Declarant prior to the time a Lot is sold to a Designated Builder or such other third party. The Class B Member shall be exempt from paying any and all assessments which may be levied against a Lot within the Property.

(c) **Class C.** The Class C Member(s) shall be any Designated Builder(s). The Class C membership shall cease and be converted to Class A membership for the new Owner of the Lot at the time a Lot and Dwelling Unit is sold to an Owner or be converted to a Class A membership in the name of the Designated Builder at any time a Improvement on a Lot owned by the Designated Builder is occupied. The Class C Members shall be exempt from paying any and all assessments which may be levied against a Lot within the Property.

ARTICLE VII

Voting Rights

Every Owner of a Lot shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

(a) Each Class A Member shall be entitled to one (1) vote on each matter submitted to the members for each Lot owned by such Class A Member which is not Exempt Property. If more than one Dwelling Unit is located on any Lot (which is not Exempt Property), the Class A Member owning such Lot shall be entitled to one (1) vote for each Dwelling Unit located on such Lot. Any Class A Member who is in violation of this Declaration, as determined by the Board of Directors in accordance with the provisions hereof and regulations established hereunder, shall not be entitled to vote during any period in which such violation continues. If a Lot shall be owned by more than one Owner, such Owners shall be deemed to constitute a single Class A Member as to such Lot and shall collectively be entitled to a single vote for such Lot (or for each Dwelling Unit located on such Lot) as to each matter properly submitted to the Members.

(b) The Class B Member shall be entitled initially to ten (10) votes for each Lot owned. The Class B membership shall terminate and become converted to (i) a Class C membership upon the sale of the last Lot to any Designated Builder, or (ii) to a Class A membership upon the sale of the last Lot to any third-party purchaser, or (iii) such earlier time as Declarant in its sole discretion determines.

(c) The Class C Member shall be entitled initially to four (4) votes for each Lot owned.

(d) Any vote of the Members shall be taken without regard to class of membership except in those instances requiring the affirmative vote or approval of each class of membership in accordance with this Declaration and the Articles of Incorporation or Bylaws of the Association.

ARTICLE VIII
Board of Directors

The affairs of the Association shall be managed by a Board of not less than five (5) Directors nor more than seven (7), who need not be members of the Association or be Owners. The initial Board shall consist of five (5) members. The number of directors may be changed by amendment of the By-Laws of the Association. At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

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 the members. 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 agency to be used for purposes similar to those for which the 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.

ARTICLE X
Duration

The corporation shall exist perpetually.

ARTICLE XI
Amendments

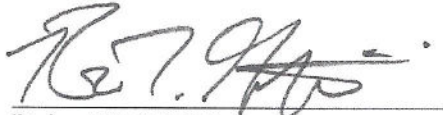
These Articles may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII
INCORPORATOR

Robert T. Griffith is the initial incorporator with the address of 11440 West Center Road, Suite C, Omaha, Nebraska 68144.

IN WITNESS WHEREOF, the undersigned, being duly authorized under the laws of the State of Nebraska, has executed these Articles of Incorporation of Belterra Homeowners Association, Inc. this 10th day of September, 2021.

INCORPORATOR

A handwritten signature in black ink, appearing to read "R. T. Griffith", written over a horizontal line.

Robert T. Griffith

**CONSENT OF INCORPORATOR
OF**

BELTERRA HOMEOWNERS ASSOCIATION, INC.,

A NEBRASKA NONPROFIT CORPORATION, ELECTING DIRECTORS

The undersigned, constituting the sole Incorporator of Belterra Homeowners Association, Inc., a Nebraska nonprofit corporation (the "Association"), hereby consents in writing to the adoption of the following resolutions:

BE IT RESOLVED that the Incorporator, hereby consents to the election of the following persons who shall constitute the initial directors of this corporation to serve the corporation until the first annual meeting of the members of the corporation and until their successors shall be elected and qualified:

Susan Mortensen

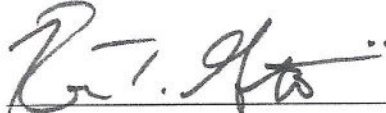
Eugene D. Graves

Eugene J. Graves

Mary Graves

Sondra Charron

BE IT RESOLVED that the Incorporator reported that the Articles of Incorporation has been filed in the office of the Secretary of State of the State of Nebraska on September 21, 2021. The Incorporator presented a certified copy of such Articles of Incorporation. The Secretary was instructed to file the copy of the Articles of Incorporation in the minute book of the Corporation. Dated this 28th day of October, 2021.



Robert T. Griffith, Incorporator

**CONSENT OF DIRECTORS IN LIEU OF ORGANIZATIONAL MEETING
OF BELTERRA HOMEOWNERS ASSOCIATION**

The undersigned, constituting all of the Directors of Belterra Homeowners Association, Inc., a Nebraska nonprofit corporation, in accordance with section 21-1981 of the Nebraska Nonprofit Corporation Act, hereby unanimously consent in writing to the adoption of the following resolutions:

BE IT RESOLVED, that the By-Laws, attached hereto as Exhibit "A," are hereby adopted as the bylaws of this nonprofit corporation and such By-Laws shall be kept at the principal office of this nonprofit corporation and open to inspection by the stockholders at all reasonable times during office hours.

BE IT RESOLVED, that the officers of this nonprofit corporation shall be as follows: Eugene J. Graves shall serve as President; Eugene D. Graves shall serve as Vice-President; Susan Mortensen shall serve as Secretary; Sondra Charron shall serve as Treasurer; and Mary Graves shall serve as Assistant Secretary/Treasurer.

BE IT RESOLVED, that the President and Treasurer shall have the authority to deposit and withdraw funds on behalf of the nonprofit corporation from any federally insured financial institution at her/his discretion.

BE IT RESOLVED, that the President, Secretary and Treasurer of the nonprofit corporation, be, and hereby are, authorized to enter into and execute for and on behalf of the nonprofit corporation, contracts, bids, offers, bonds, deeds and conveyances of every kind and other instruments for the carrying out the business and purposes of the nonprofit corporation.

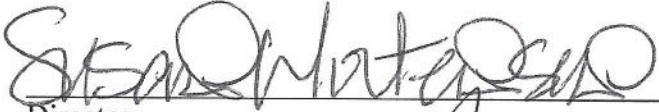
BE IT RESOLVED, that the fiscal year of this nonprofit corporation shall be on a calendar year basis, ending on the 31st day of December in each year.

BE IT RESOLVED, that the Treasurer be and he hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the nonprofit corporation.

This consent may be executed in counterparts and shall be effective upon the date the last director shall sign it. It shall have the same force and effect as if a meeting had been had upon the matters contained in this consent and shall be preserved in the minute book of the corporation.

{Signatures on following page}


Dated this 28th day of September 2021.



Director



Director



Director



Director



Director