



**ARTICLES OF INCORPORATION OF
STRATFORD PARK HOMEOWNERS ASSOCIATION**

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 Stratford Park Homeowners Association, hereafter called the "Association."

ARTICLE II

Mutual Benefit Corporation

The Association is a mutual benefit corporation and the Association will have members.

ARTICLE III

Principal Office

The principal office of the Association is located at 3803 N. 153rd Street, Suite 200, Omaha, Nebraska 68116.

ARTICLE IV

Registered Agent and Office

Jana McDonald, is hereby appointed the initial registered agent of this Association and the registered office of the Association is located at 3803 N. 153rd Street, Suite 200, Omaha, Nebraska 68116.

ARTICLE V

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 acquisition, construction, operation, maintenance, and preservation of Common Facilities within the Stratford Park neighborhood and the preservation and architectural control of the residence Lots within that certain tract of property described as:

Lots 1 through 393, inclusive, all in STRATFORD PARK, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and replats thereof and additions thereto,

and to promote the health, safety, welfare and enjoyment of the Stratford Park

neighborhood and of the residents within the above-described property and of the homes situated on 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, Restrictions and Easements of Stratford Park, and any amendments and/or restatements thereto, hereinafter collectively called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Douglas County, Nebraska, said Declaration and amendments and/or restatements 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 the 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. participate in mergers, consolidations and agreements with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that any merger or consolidation or annexation shall have the assent of the Declarant or of two-thirds (2/3) of the members of the Association;

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

ARTICLE VI
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 purchasers, 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 VII
Voting Rights

The owner of each Lot, whether one or more entities, shall be entitled to one (1) vote for each Lot owned, except the Declarant who shall be entitled to ten (10) votes for each Lot owned on each matter properly coming before the Members of the Association.

ARTICLE VIII
Board of Directors

The affairs of this Association shall be managed by a Board of at least two (2), but not more than five (5) directors, who need not be members of the Association or be Owners. The number of directors may be changed by amendment of the By-Laws 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 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 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.

ARTICLE X
Duration

The corporation shall exist perpetually.

ARTICLE XI
Amendments

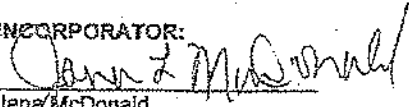
Amendment of these Articles shall require the assent of a majority of the Board of Directors of the Association.

ARTICLE XII
Incorporator

Jana McDonald of 3803 N. 153rd Street, Suite 200, Omaha, Nebraska 68116, is the sole incorporator of this Association.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, I, the undersigned, constituting the sole incorporator of this Association, have executed these Articles of Incorporation this 20 day of July 2006.

INCORPORATOR:


Jana McDonald
3803 N. 153rd Street, Suite 200
Omaha, Nebraska 68116.