

**ARTICLES OF INCORPORATION
OF
VILLAS OF DEER CREEK HIGHLANDS
VILLA ASSOCIATION**

The undersigned, for the purpose of incorporating a not-for-profit corporation under the Nebraska Nonprofit Corporation Act, do hereby certify and adopt the following Articles of Incorporation.

**ARTICLE I
Name**

The name of the Corporation is Villas of Deer Creek Highlands Villa Association, hereinafter referred to as the "Association."

**ARTICLE II
Designation**

The Association is a mutual benefit corporation.

**ARTICLE III
Duration**

The Association shall have perpetual existence.

**ARTICLE IV
Purposes of the Association**

The purpose of the Association shall be to act as the Association under: (i) the Declaration of Covenants, Conditions, Restrictions and Easements of Deer Creek Highlands, a subdivision in Douglas County, Nebraska (Villas of Deer Creek Highlands) dated October 9, 2013, and filed with the Douglas County Register of Deeds on October 15, 2013, as Instrument No. 2013104605 in Miscellaneous Records; and (ii) any declarations recorded against subsequent residential phases of the Villas of Deer Creek Highlands, all as may be amended from time to time (herein referred to as the "Declaration"), for the health, safety, recreation, welfare and enjoyment of the residents of the Villas of Deer Creek Highlands, and the promotion and protection of the aesthetics, the value and desirability of the Villas of Deer Creek Highlands residential lots, together with such additional residential lots as shall be developed in additional residential phases or parts of the Villas of Deer Creek Highlands (herein the "Property").

ARTICLE V
Membership and Voting

The Association shall have Members. The Property initially includes twenty (20) separate residential lots, legally described as Lots 178 through 200, inclusive, but excluding Lots 182, 195 and 196, Deer Creek Highlands, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (referred to as the "Lots"). For purposes of these Articles, the term "Owner" of a Lot shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to a Lot, but excluding, however, those parties having any interest in any of such Lots merely as security for the performance of an obligation (such as a contract seller, the trustee or beneficiary of a deed of trust, or a mortgagee). The purchaser of a Lot under a land contract or similar instrument shall be considered to be the "Owner" of the Lot for purposes of these Articles. Membership shall be appurtenant to ownership of each Lot, and may not be separated from ownership of each Lot.

The Association shall have two (2) classes of voting members, Class A Members and Class B Members, defined as follows:

CLASS A: Class A Members shall be all Owners, with the exception of Declarant or its assigns. Each Class A Member shall be entitled to one (1) vote for each Lot owned. When there shall be more than one person or entity holding an interest in any Lot, all such persons or entities or both, shall be Members; provided however that the vote for such Lot shall be exercised as such persons or entities or both, shall determine, but in no event shall more than one vote be cast with respect to any one Lot. It is understood that the owner of each respective Lot created as a result of a Lot Split shall be entitled to one (1) vote.

CLASS B: The Class B Member shall be Declarant, or its assigns, which shall be entitled to four (4) votes for each Lot owned. For purposes herein, Declarant shall be considered the Owner of a Lot notwithstanding the existence of any contract for sale or purchase agreement, with such ownership status continuing in all events until title is transferred by Declarant through the execution, delivery and recordation of a Warranty Deed. A Class B membership shall terminate and be converted into a Class A membership upon the occurrence of the date on which the total votes outstanding in the Class A membership shall equal or exceed the total votes outstanding in the Class B membership.

The Class A and Class B Members may be sometimes collectively referred to as "Members".

ARTICLE VI
Powers and Dissolution

The Association shall have all of the powers conferred upon not-for-profit corporations under the Nebraska Nonprofit Corporation Act. Without limitation of the foregoing, the Association shall have the powers and authority described in the Declaration, as amended from time

to time, including the power to fix, charge and collect charges, dues and assessments to Members of the Association. No part of the net earnings of the Association shall inure to the benefit of any private member, trustee, director, or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV herein. The Association is irrevocably dedicated to operate exclusively for the purposes stated in Article IV herein, and upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner as shall at that time qualify under the Internal Revenue Code, as amended, and on the terms and in the manner as the Board of Directors shall determine at that time.

ARTICLE VII
Registered Agent

The initial registered office of the Association is located at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114, and the initial registered agent at such address is John Q. Bachman.

ARTICLE VIII
Officers and Directors

The affairs of the Association shall be managed by a Board of not fewer than three (3) nor more than nine (9) directors, as permitted by applicable law and from time to time as may be set forth in the Bylaws, and by its President, Vice President, Secretary and Treasurer and one or more officers or assistants thereto as from time to time may be authorized by the Bylaws. Until election and qualification of successors, the initial Board of Directors of the Association are three (3) in number, whose names and respective street addresses are:

Ron Adams
Northwest Financial Corp.
431 202nd Street
Arnolds Park, IA 51531

Nyle E. Johnson
17511 "O" Street
Omaha, NE 68135

Lee A. Schoenewe
Northwest Financial Corp.
431 202nd Street
Arnolds Park, IA 51531

ARTICLE IX
Incorporators

The names and respective street addresses of the incorporators are as follows:

Ron Adams
Northwest Financial Corp.
431 202nd Street
Arnolds Park, IA 51531

Nyle E. Johnson
17511 "O" Street
Omaha, NE 68135

ARTICLE X
Bylaws

The Directors of the Association shall adopt its initial Bylaws with any provisions found to be appropriate, convenient or necessary for the management and affairs of the Association not inconsistent with law and these Articles of Incorporation, and from time to time, in the manner set out therein, to amend, alter, or revoke all or any part of the Bylaws.

ARTICLE XI
Abatement of Dues and Assessments

The Board of Directors may abate all or part of the dues and assessments due in respect of any Lot. All dues and assessments due in respect of any Lot shall be abated as maybe provided in the Declaration and shall be abated during the period such Lot is owned by Declarant under the Declaration.

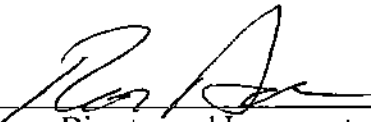
ARTICLE XII
Indemnification

The Corporation shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article shall not be deemed exclusive of any other right to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaws of this Association, agreement, vote or consent of shareholders or disinterested directors or otherwise.

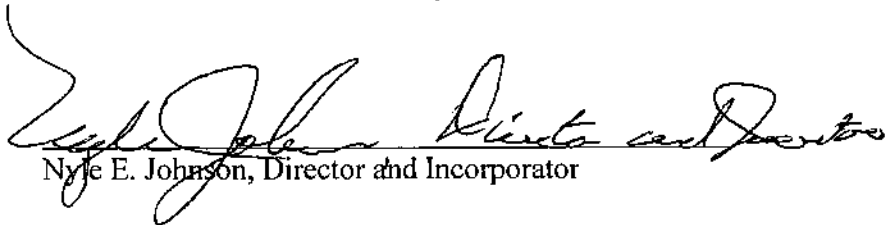
ARTICLE XIII
Amendment

Seventy-five percent (75%) of the Members of the Association shall have the authority to, from time to time, alter, amend, revoke all or any part of these Articles of Incorporation.

DATED: October 23, 2013.



Ron Adams, Director and Incorporator



Nyle E. Johnson, Director and Incorporator



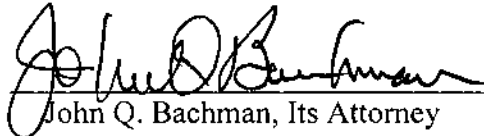
Lee A. Schoenewe, Director

CONSENT TO USE NAME

Deer Creek Highlands Homeowners' Association, a Nebraska nonprofit corporation, hereby consents to and authorizes the formation of Villas of Deer Creek Highlands Villa Association, a Nebraska nonprofit corporation, and consents to the use of the name Villas of Deer Creek Highlands Villa Association and the filing of Articles of Incorporation by such corporation.

Dated the 31st day of October, 2013.

DEER CREEK HIGHLANDS HOMEOWNERS'
ASSOCIATION, a Nebraska nonprofit corporation

By: 
John Q. Bachman, Its Attorney