

ARTICLES OF INCORPORATION OF

VILLAGE ON SPRAGUE TOWN HOME OWNERS 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 Village on Sprague Town Home Owners 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 the Declaration of Covenants, Conditions, Easements and Restrictions of Village on Sprague, a Subdivision in Douglas County, Nebraska, dated March 22, 2005, and filed with the Douglas County Register of Deeds on April 1, 2005, as Instrument No. 2005036604, 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 Village on Sprague Town Homes (herein the "Property").

ARTICLE V

Membership and Voting

The Property initially includes one hundred twenty-nine (129) separate town home lots being regulated by the Association (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 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. The Association shall have two classes of Members. The owner of each Lot, with the exception of the "Declarant" as designated in the Declaration, shall be a "Class A Member." The "Declarant" as defined in the Declaration, shall be the sole "Class B Member." Each Class A Member shall be entitled to one (1) vote for each Lot owned. Each Class B Member shall be entitled to five (5) votes for each Lot owned. The Class B Membership shall terminate and be converted into Class A Membership upon the occurrence of the first of the following dates:

- (a) 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; or
- (b) December 31, 2009.

ARTICLE VI Powers

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 above. The Association is irrevocably dedicated to operate exclusively for the purposes stated in Article IV above, 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.

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 James D. Buser.

ARTICLE VII 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:

Phillip B. Life 1802 SE Delaware Avenue, Suite 115 Ankeny, Iowa 50021

Stanton E. Grubb 1802 SE Delaware Avenue, Suite 115 Ankeny, Iowa 50021

Melissa L. Bosma 1802 SE Delaware Avenue, Suite 115 Ankeny, Iowa 50021

ARTICLE VIII Incorporators

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

Phillip B. Life 1802 SE Delaware Avenue, Suite 115 Ankeny, Iowa 50021

Melissa L. Bosma 1802 SE Delaware Avenue, Suite 115 Ankeny, Iowa 50021

ARTICLE IX 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 X 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 XI 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 XII Amendment

Two-thirds (2/3) 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, except for Article X which may be amended only by the affirmative vote of at least ninety-five percent (95%) of each class of Member.

DATED: April 29, 2005.

Phillip B. Life, Incorporator and Director

Melissa L. Bosma, Incorporator and

Director

Stanton E. Grubb, Director

00202709