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STATE OF NEBRASKA }
SECRETARY'S OFFICE } SS

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ARTICLES OF INCORPORATION
OF

PACIFIC PARK PROPERTY OWNERS ASSOCIATION, INC.

Allan F. Beermain

Secretary of State

30320 \$29.00

In compliance with the requirements of the Statutes of the State of Nebraska, the undersigned, all of whom are residents of Omaha, Douglas County, Nebraska, and all of whom are of full legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I

The name of the corporation is Pacific Park Property Owners Association, Inc.

ARTICLE II

The principal office of the Association is located at 2580 South 90th Street, Omaha, Nebraska, 68124, and the registered office of the Corporation is 2580 South 90th Street, Omaha, Nebraska, 68124.

ARTICLE III

Louis A. Seminara, whose address is 2580 South 90th Street, Omaha, Nebraska, 68124, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

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 maintenance, preservation and architectural control of the residence Lots and Common Areas within certain tracts of land owned by it in Pacific Park, a Subdivision in Douglas County, Nebraska, as surveyed, platted and recorded, and to promote the health, safety and welfare of the residents within such tracts owned by it 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 and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the office of the Register of Deeds, Douglas County, Nebraska, and as the same may be amended from time to time as therein provided, said Declaration 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 a majority of each class of 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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Areas of each class of members; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-profit Corporation Laws of the State of Nebraska by law may now or hereafter have or exercise.

ARTICLE V 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 sellers, 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 VI VOTING RIGHTS

The Association shall have two classes of voting memberships:

Class A: Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to two (2).

votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1999.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Barry L. Larson	10939 Hilltop Avenue Omaha, Nebraska 68164
Lois Kneeter	9517 Parker Street Omaha, Nebraska 68114
Elizabeth A. Larson	10939 Hilltop Avenue Omaha, Nebraska 68164

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 IX

DURATION

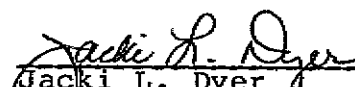
This corporation shall exist perpetually.

ARTICLE X

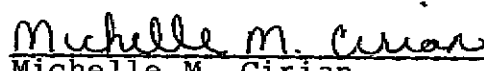
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, the undersigned incorporator of this association has executed these Articles of Incorporation on this 25th day of March, 1985.



Jacki L. Dyer
2580 South 90th Street
Omaha, Nebraska 68124



Michelle M. Cirian
2580 South 90th Street
Omaha, Nebraska 68124