

ARTICLES OF INCORPORATION
OF
BRIAR HILLS HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby associate themselves together for the purpose of forming a corporation under the Nebraska Nonprofit Corporation Act, Sections 21-1901 to 21-19,177, R.R.S., Neb., and for that purpose do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is Briar Hills Homeowners Association, Inc.

ARTICLE II.

This corporation is a mutual benefit corporation.

ARTICLE III.

The purposes for which the corporation is organized are as follows:

To form a Homeowners Association for the owners of lots in Briar Hills Subdivision, in Douglas County, Nebraska, to promote the health, safety, recreation, welfare and enjoyment of its residents.

ARTICLE IV.

The address of the initial registered office of this corporation in the State of Nebraska, is One Bennington Place, 1925 North 120th Street, Omaha, Nebraska 68154, and the name of its initial registered agent at said address is Scott M. Brown.

ARTICLE V.

The directors constituting the first board of directors shall be three (3) in number and their names and street addresses are as follows:

Jana McDonald	1925 N. 120th Street, Omaha, NE 68154
Eugene Graves, Jr.	1925 N. 120th Street, Omaha, NE 68154
DeAnna Warren	1925 N. 120th Street, Omaha, NE 68154

ARTICLE VI.

The name and address of the incorporator is as follows:

Scott M. Brown
One Bennington Place
1925 North 120th Street
Omaha, NE 68154

ARTICLE VII

The corporation will have members.

ARTICLE VIII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute the assets to the members pro rata based upon each member's ownership of the lots in Briar Hills subdivision.

IN WITNESS WHEREOF, I, the incorporator, have affixed my signature this 26th day of September, 2000.

Scott M. Brown, Incorporator

Jana McDonald, President, Secretary, Treasurer and Director

Eugene Graves, Jr., Vice President and Director

DeAnna Warren, Director