

**ARTICLES OF INCORPORATION  
OF  
BIG THOMPSON CREEK HOMEOWNERS ASSOCIATION**

We, the undersigned, being persons of the age of twenty-one years or more, pursuant to the Nebraska Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation shall be: Big Thompson Creek Homeowners Association, hereafter called the "Corporation." This Corporation is a mutual benefit corporation.

**ARTICLE II**

**Duration**

The period of duration of this Corporation shall be perpetual.

**ARTICLE III**

**Organization and Purpose**

The purpose of the Corporation is to promote the health, safety, recreation, welfare and enjoyment of the residents of the Properties, legally described in the Big Thompson Creek Addition Restrictive Covenants recorded with the Lancaster County Register of Deeds office as Instrument No. 2004-060865, as the same may be amended and additional real estate added from time to time as therein provided (the "Covenants"), said Covenants being incorporated as if set forth herein. Capitalized terms not otherwise defined herein are defined in the Covenants.

**ARTICLE IV**

**Corporate Operating Requirements**

A. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or Member of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to any nonprofit corporation, corporation, trust, or other organization to be devoted to purposes similar to those for which this Corporation was created.

**ARTICLE V**  
**Powers**

The Corporation shall have the powers conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act, and all powers and duties necessary and appropriate to accomplish the purposes and administer the affairs of the Corporation. The powers and duties to be exercised by the Board of Directors, and upon authorization of the Board of Directors by the officers, shall include but shall not be limited to the following:

(a) The acquisition, development, maintenance, repair, replacement, operation and administration of the Commons, and the enforcement of the rules and regulations relating to the Commons.

(b) The fixing, levying, collecting, abatement, and enforcement of all charges, dues, or assessments made pursuant to the terms of the Covenants.

(c) The expenditure, commitment and payment of Corporation funds to accomplish the purposes of the Corporation including, but not limited to, payment for purchase of insurance covering the Commons against property damage and casualty, and purchase of liability insurance coverages for the Corporation, the Board of Directors of the Corporation and the Members.

(d) The exercise of all of the powers and privileges, and the performance of all of the duties and obligations of the Corporation as set forth in the Covenants, as the same may be amended from time to time.

(e) The acquisition by purchase or otherwise, holding, or disposition of any right, title or interest in real or personal property, wherever located, in connection with the affairs of the Corporation.

(f) The deposit, investment and reinvestment of Corporation funds in bank accounts, securities, money market funds or accounts, mutual funds, pooled funds, certificates of deposit or the like.

(g) The employment of professionals and consultants to advise and assist the Officers and Board of Directors of the Corporation in the performance of their duties and responsibilities for the Corporation.

(h) General administration and management of the Corporation, and execution of such documents and doing the performance of such acts as may be necessary or appropriate to accomplish such administration or management.

(i) The doing and performing of such acts, and the execution of such instruments and documents, as may be necessary or appropriate to accomplish the purposes of the Corporation.

**ARTICLE VI**  
**Registered Office and Agent**

The street address of the Corporation's initial registered office is 3355 Orwell, Suite 102, Lincoln, NE 68516. The registered agent at such address is Jeff Johnson, whose address is identical to that of the registered office.

**ARTICLE VII**  
**Board of Directors**

The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Street Address</u>
John F. Schleich	Southview, Inc. 8644 Executive Woods Drive Lincoln, NE 68512
Jeff Johnson	Home Real Estate 3355 Orwell, Suite 102 Lincoln, NE 68516
Thomas E. White	Ridge Development Company PO Box 22296 Lincoln NE 68542-2296

The number, qualifications and term of office of directors may be changed from time to time as provided in the Bylaws.

**ARTICLE VIII**  
**Membership**

Every person or entity who becomes a record titleholder of a fee interest in any Lot which is subject to the terms of the Covenants shall be a Member of the Corporation, including contract buyers. However, any person or entity who holds an interest merely as security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the terms of the Covenants.

**ARTICLE IX**  
**Voting Rights**

The Corporation shall have the following two classes of voting Members: (i) Class A Members shall include all Lot Owners, other than Owner, whether one or more persons and

entities, and shall be entitled to one (1) vote per Lot on each matter properly coming before the Members of the Corporation; and (ii) Class B Members shall include the Owner who shall be entitled to five (5) votes per Lot for each Lot owned by Owner on each matter coming before the Members of the Corporation.

**ARTICLE X**  
**Amendments**

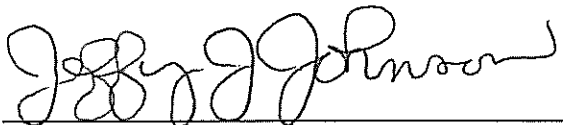
Amendment of these Articles shall require a vote of the holders of two-thirds of the cumulative total of voting rights.

**ARTICLE XI**  
**Incorporators**

The names and street addresses of each incorporator are:

<u>Name</u>	<u>Street Address</u>
John F. Schleich	Southview, Inc. 8644 Executive Woods Drive Lincoln, NE 68512
Jeff Johnson	Home Real Estate 3355 Orwell, Suite 102 Lincoln, NE 68516
Thomas E. White	Ridge Development Company PO Box 22296 Lincoln NE 68542-2296

Dated February 16, 2005.

  
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Incorporator and Director

  
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Incorporator and Director

  
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Incorporator and Director