

DEC 18 1997

ARTICLES OF INCORPORATION
OF
THE RESERVE HOMEOWNERS, INC.

STATE OF NEBRASKA
SECRETARY'S OFFICE
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State/Exec 84417
Secretary of State

By CH 45,050/1055Am

The undersigned, acting as the Incorporators of a corporation under the Nebraska Non-Profit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is The Reserve Homeowners, Inc.

ARTICLE II
Duration

The period of the corporation's duration is perpetual.

ARTICLE III
Type

The corporation shall be a mutual benefit corporation.

ARTICLE IV
Purposes

The purposes for which the corporation is organized are:

A. To engage in the civic non-profit work of maintaining, improving and keeping in good repair, on a non-profit basis, The Reserve Subdivision in Douglas, County, Nebraska, and all streets, common areas, and improvements within the common areas of The Reserve Subdivision, and to assist in providing safe, decent, and well-maintained housing for residents of The Reserve Subdivision located in Douglas County, Nebraska.

B. To engage in the civic non-profit work of assisting all governmental subdivisions in providing and maintaining, on a non-profit basis, streets, public improvements, parks, playground and playground and park improvements for the residents of The Reserve subdivision located in Douglas County, Nebraska.

C. To exercise all of its corporate powers for any lawful purpose or purposes now or hereafter authorized for non-profit corporations by the laws of the State of Nebraska which purposes include, but

not limited to, charitable, benevolent, eleemosynary, educational, civic, patriotic, social, cultural, athletic, and scientific as the Corporation's directors shall designate from time to time.

ARTICLE V

Powers

The corporation shall have all powers now or hereafter authorized for non-profit corporations by the laws of the State of Nebraska, including but not limited to, the following:

- A. To assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions (the "Covenants") for The Reserve subdivision as recorded in the Register of Deeds, Douglas County, Nebraska;
- B. To solicit members for the non-profit corporation. To establish dues, charges, assessments and special assessments and to collect and enforce payment of such dues, charges, assessments and special assessments. To pay all expenses in connection with the conduct of the business of the corporation, including, but not limited to, all licenses, taxes, governmental charges levied or imposed against the property of the corporation, and all accounting, legal, office and other expenses of the corporation;
- C. To 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 corporation;
- D. To borrow money, and with the assent of two-thirds (2/3) 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. To dedicate, sell or transfer all or any part of any of its real property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer; and
- F. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and/or other real property, provided

that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

ARTICLE VI
Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot, or part thereof, or of any condominium unit or townhome unit within The Reserve subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, including buyers under land contracts, shall be eligible to be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VII
Voting Rights

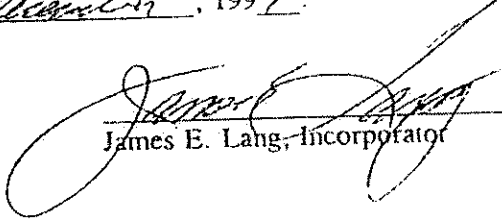
The corporation shall have two classes of voting members, Class A Members and Class B Members, defined as follows:

CLASS A: Class A Members shall be all lot owners within The Reserve subdivision, including The Reserve L.L.C., a Nebraska limited liability company, and its successors and assigns (the "Declarant"). Each Class A Member shall be entitled to one vote for each Lot owned in The Reserve. When there shall be more than one person or entity holding an interest in any such 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.

CLASS B: Class B Members shall be the Declarant or its successors and assigns which shall be entitled to two votes for each Lot in The Reserve owned by the Declarant or his successors or assigns in addition to Declarant's votes as a Class A Member. The Class B membership shall terminate with the Declarant or its successors and assigns then continuing to be entitled to one vote for each such Lot owned by the Declarant or his successors and assigns as a Class A Member, 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 the total votes outstanding in the Class B membership, or
- (b) January 1, 1999.

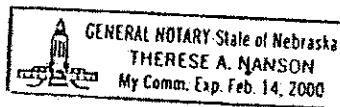
DATED this 17th day of December, 1997.


James E. Lang, Incorporator

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) SS.

On this 17th day of December, 1997, before me, the undersigned, a Notary Public, duly commissioned and qualified in said County, personally came James E. Lang, to me known to be the identical person whose name is affixed to the foregoing instrument and acknowledged the same to be his voluntary act and deed.

WITNESS my hand and notarial seal the day and year last above written.




Notary Public

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