

BYLAWS
OF
RESERVE HOMEOWNERS, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is The Reserve Homeowners, Inc. (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at 11306 Davenport Street, Omaha, Nebraska 68154, but meetings of Members and Directors may be held at such places within the State of Nebraska, County of Douglas, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The following definitions shall control the construction of these Bylaws:

Section 1. "Covenants" shall mean and refer to the Protective Covenants, and any amendment thereto, filed in the Office of the Register of Deeds of Douglas County, Nebraska against The Reserve Subdivision, Douglas County, Nebraska.

Section 2. "Lot" shall mean and refer to any of the lots platted within The Reserve Subdivision, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

Section 3. "Member" shall mean and refer to those persons entitled to membership in the Association as set forth in the Articles of Incorporation.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or parcel including contract buyers, but excluding those having such interest merely as security for the performance of an obligation.

ARTICLE III

MEMBERSHIP

Section 1. Members. The Members of the Association shall be as set forth in the Articles of Incorporation.

Section 2. Annual Meeting. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the last Saturday of January at the hour of 9:00 o'clock a.m. or at a place and time to be specified by Board of Directors.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth of the Members.

Section 4. Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) days nor more than fifty (50) days before such meeting, unless otherwise specified in the Articles of Incorporation or these Bylaws, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of Notice. Such notice shall specify the day, place and time of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of Members entitled to vote, or of proxies entitled to vote, one-tenth (1/10) of the votes of membership shall constitute a quorum for any action except as otherwise provided such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at that meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. At all meetings of Members, each member may vote in person or by proxy. All proxies shall be dated, in writing, and filed with the Secretary to or at the commencement of the meeting at which the proxy is to be exercised. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot, or, unless otherwise stated in said proxy, upon a date eleven (11) months from its execution.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors.

Section 2. Term of Office. At the second annual meeting the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and then one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) or two (2), director(s), as the case may be, for a term of three (3) years.

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting of the Members until the close of the next annual meeting of the

Members and such appointment shall be announced at each annual meeting. The Nominating Committee shall accept as many nominations for election to the Board of Directors as it receives from the members, in its discretion, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among Members.

Section 4. Election Procedure. Election to the Board of Directors shall be by secret written ballot. At such election, the Members (or their proxies) may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The persons receiving the largest number of votes shall be elected.

Section 5. Removal. Any Director may be removed from the Board, with or without cause, by a majority of the votes of the membership of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of the Members.

Section 6. Annual Meetings. Annual meetings of the Board of Directors shall be held within one (1) week following the annual meeting of the Members, without notice to general membership.

Section 7. Regular Meeting. Regular meetings of the Board of Directors shall be held monthly without notice to the general membership, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 8. Special Meeting. Special meetings of the Board of Directors shall be held monthly without notice to the general members, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 9. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 10. Compensation. No Director shall receive compensation for any service he may render to the Association as a Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties and the Association may contract with Directors for the performance of unrelated services at a fair and reasonable compensation.

Section 11. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation;

(b) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(c) Employ and discharge a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(d) Enforce the provisions of the Covenants, including the right to bring the appropriate action to enforce the Covenants.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs.

(b) Supervise all officers, agent and employees of this Association, and to see that their duties are properly performed;

(c) As provided in the Articles of Incorporation, to:

(1) Fix the amount of the annual dues for membership; and

(2) Send written notice of annual dues to every member payable within thirty (30) days prior to the annual meeting.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual meeting of the Board of Directors within 1 week following each annual meeting of the Members.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period and have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7. Duties. The duties of the Officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and agreements and shall co-sign all checks and promissory notes.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and, when required, shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting. In the

event the Board of Directors requires, the Treasurer will obtain a bond in the amount and upon the terms that the Board of Directors requires.

ARTICLE VII

COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, Nominating Committee and a Membership Committee as provided for in the Covenants and the Articles of Incorporation. In addition, the Board of Directors shall appoint other committees as deemed appropriate to carry out the purposes of the Association.

ARTICLE VIII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Covenants, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE IX

ANNUAL DUES

As provided in the Articles, in order to vote and participate in the Association, each member must pay their assessments in order to be a member in good standing of the Association. Upon failure to pay the assessments, the member shall not be permitted to vote as a member of the Association or participate in the Association activities.

ARTICLE X

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: The Reserve Homeowners, Inc., a Nebraska Non-Profit Corporation.

ARTICLE XI

PARLIAMENTARY AUTHORITY

RULES OF ORDER

The Rules contained in the current edition of the 21st Century Robert's Rules of Order shall govern the organization in all instances when they are applicable and not inconsistent with these Bylaws and any other special rules the organization shall adopt.

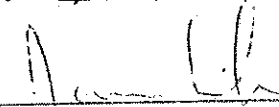
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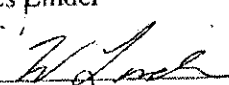
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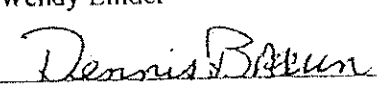
Section 1. Amendments. These Bylaws may be amended, provided such amendment is not inconsistent with the Declaration or Articles of Incorporation, at a regular or special meeting of the Members, by a vote of a majority of the Members.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation and shall end on the next succeeding thirty-first day of December.

IN WITNESS WHEREOF, we, being all of the Directors of The Reserve Homeowners, Inc. Association, have hereunto set our hands this 18th day of December, 1997.


James Linder


Wendy Linder


Dennis Braun

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Reserve Homeowners Association, Inc., a Nebraska Non-Profit Corporation, and

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 18th day of December, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 1st day of December, 1997.



Secretary

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