

ARTICLES OF INCORPORATION
OF
BLOOMFIELD TOWNHOMES, INC.

The undersigned, acting as incorporators of Bloomfield Townhomes, Inc. under the Nebraska Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

That the name of the corporation is Bloomfield Townhomes, Inc., hereinafter called the "Corporation".

ARTICLE II

The principal office or place of business of the Corporation is to be located in Omaha, Douglas County, Nebraska. The name of the initial registered agent of said Corporation is John S. Slowiaczek, and his address is 10330 Regency Parkway Drive, Omaha, Nebraska, 68114, which is the initial registered office of the Corporation.

ARTICLE III

The Corporation shall have one or more classes of members as may be determined by the By-Laws which will also designate the manner of election or appointment and the qualifications and rights of the members of each class.

ARTICLE IV

The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the Corporation shall be distributed to its members, directors or officers. The Corporation shall have all powers authorized to non-profit corporations by the laws of Nebraska.

ARTICLE V

The name and address of each Incorporator of this Corporation is as follows:

John S. Slowiaczek	Howard Fredrick Hahn
10330 Regency Parkway Drive	10330 Regency Parkway Drive
Omaha, Nebraska 68114	Omaha, Nebraska 68114

ARTICLE VI

The purpose for which the Corporation is organized are as follows:

1. To engage in the civic non-profit work of maintaining and keeping in good repair, on a non-profit basis, a condominium housing project so as to assist in providing safe, decent and well-maintained housing for residents of Nebraska.

2. To exercise all of its corporate powers for such charitable, benevolent, educational, civic, patriotic and cultural purposes as the Corporation's directors shall designate from time to time.

ARTICLE VII

This Corporation shall commence its existence upon the issuance of its Certificate of Incorporation by the Nebraska Secretary of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE VIII

The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX

The management of this Corporation shall be vested in a Board of not less than five (5) Directors (also known as Administrators) to be elected as provided in the By-Laws, and in a President, Vice-President, Secretary and Treasurer to be elected as provided in the By-Laws. Any two offices, except those of President and Secretary, may be held by one person. The By-Laws may provide for additional officers and directors. The annual meeting of the members and directors shall be held on the date set out in the By-Laws.

Until the first annual election of Directors, the initial Board of Directors shall consist of the following:

James Roubal
400 Essex Court, Regency Park
Omaha, Nebraska 68114

Ira Smith
9202 West Dodge
Omaha, Nebraska 68114

Charles V. Sederstrom
10330 Regency Parkway Drive
Omaha, Nebraska 68114

Howard Fredrick Hahn
10330 Regency Parkway Drive
Omaha, Nebraska 68114

Irving R. Dana, Jr.
400 Essex Court, Regency Park
Omaha, Nebraska 68114

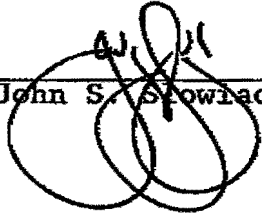
ARTICLE X

The Board of Directors may make and adopt the original By-Laws and from time to time may alter, amend or appeal the By-Laws.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred upon members or others granted subject to this reservation.

Executed this 14 day of MAN, 1984.



John S. Stowiczek, Incorporator



Howard Fredrick Hahn, Incorporator

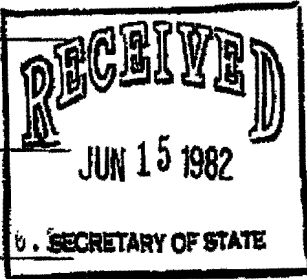
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STATE OF NEBRASKA

County of Douglas

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_____ being duly sworn, deposes and says that he/she is _____ of The Midlands Business Journal, a legal weekly newspaper published in the City of Omaha, Douglas County, Nebraska, printed in the English language, having a bona fide circulation in Douglas County in excess of 300 copies for more than 52 weeks last past; that the printed notice attached hereto was published in said Midlands Business Journal for 3 consecutive weeks, beginning on May 25, 19 82, and ending on June 11, 19 82, and said newspaper was during that time and has since been in general circulation in said County and State, and that said newspaper was printed in whole or in part in the office maintained at place of publication.

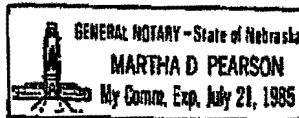
ERICKSON, SEDERSTROM, LEIGH, EISENSTATT, JOHNSON, KINNAMON, KOUKOL & FORTUNE, P.C., Attorneys

One Merrill Lynch Plaza, 18330 Regency Parkway Dr. NOTICE OF INCORPORATION OF BLOOMFIELD TOWNHOMES, INC.

Registered Office: 18330 Regency Parkway Drive, Omaha, Nebraska 68114. Corporation shall engage in any lawful business for which a corporation may be formed under the Nebraska Nonprofit Corporation Act. Perpetual existence commences when Articles are filed with Secretary of State. Affairs to be conducted by Board of Directors and such officers as provided by the Bylaws and the Board.

JOHN S. SLOWIACZEK, and HOWARD FREDRICK HAHN Incorporators

First publication: May 25, 1982, final June 11, 1982.



Robert G. Hoig
Subscribed in my presence, and sworn to before me this 11th day of June, 19 82
Martha D. Pearson

Notary Public

Duplicate Affidavits of this Publication have been filed in the office of:

County Court Clerk of Dist. Court County Clerk Sec. State

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