

ARTICLES OF INCORPORATION OF
CLEARWATER FALLS HOMEOWNERS ASSOCIATION

The undersigned, for the purpose of incorporating and organizing a corporation under the Nebraska Nonprofit Corporation Act, and all of whom voluntarily associated themselves together for the purposes of forming a nonprofit corporation, do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Clearwater Falls Homeowners Association, hereinafter called the "Association."

ARTICLE II

Mutual Benefit Corporation

This Association is a mutual benefit corporation.

ARTICLE III

Registered Agent

The name and address of the Association's registered agent in Nebraska is Timothy W. Young, 9719 Giles Road, Omaha, Nebraska 68128.

ARTICLE IV

Purpose and Powers

This Association does not contemplate pecuniary gain or profit either to it or to the Members thereof, and the specific purposes for which it is formed are to provide for the health, safety and general welfare of the owners, invitees and licensees of the Lots within Clearwater Falls, for the acquisition, construction, maintenance, preservation and replacement of Common Facilities, Common Area and Common Area Improvements, and maintenance of the Lots within Clearwater Falls as more particularly set forth and defined in the Declaration of Covenants, Conditions, Restrictions and Easements of Clearwater Falls. For this purpose, the Association shall be authorized to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the By-laws and the Declaration of Covenants, Conditions, Restrictions and Easements of Clearwater Falls, hereinafter called the "Declaration", applicable to the property described therein and recorded or to be recorded in the Office of the Register of Deeds of Sarpy County, Nebraska, and as the same may be amended from time to time as therein provided, said By-laws and Declaration being incorporated herein as if set forth at length;

(b) Have all of the rights, powers and authority granted in the Declaration and the By-laws, including, but not limited to, fixing, levying, collecting and enforcing the payment of all charges or assessments pursuant to the terms of the Declaration and the By-laws of this Corporation; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; and

(c) To exercise all rights, power and privileges which are permitted under the Nonprofit Corporation Act and are not forbidden by these Articles, the By-laws or the Declaration.

ARTICLE V

Membership and Voting Rights

The Association shall have Members. The record owners of all lots now or hereafter encumbered by the Declaration of Covenants, Conditions, Restrictions and Easements of Clearwater Falls recorded in the office of the Register of Deeds of Sarpy County, Nebraska, including but not limited to Lots 1 through 164, inclusive, all in Clearwater Falls, a Subdivision, as surveyed, platted and recorded in Sarpy County, Nebraska shall be Members of the Association. The Association shall have two classes of voting members as provided in the Declaration.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a Board of Directors, who shall be members (or if a Member is a corporation, partnership, limited liability company or trust, a Director may be an officer, partner, member, managing member, beneficiary, employee or trustee of such Member) of the Association. The number of Directors may be changed by amendment of the By Laws of the Association.

ARTICLE VII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of the votes entitled to be cast thereon. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
Amendments

Amendment of these Articles shall require, a majority vote of the Board of Directors or 2/3 of the votes entitled to be cast by the members at a regular or special meeting of the members called for that purpose.

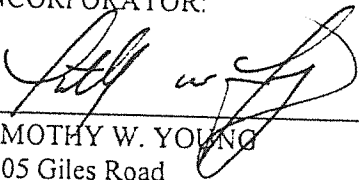
ARTICLE IX
Incorporators

The name and address of the incorporator is:

Timothy W. Young
9719 Giles Road
Omaha, Nebraska 68128

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, I, the undersigned, constituting the sole incorporator of this Association, have executed these Articles of Incorporation, this 11 day of November 2005.

INCORPORATOR:



TIMOTHY W. YOUNG
9805 Giles Road
Omaha, Nebraska 68128