

**ARTICLES OF INCORPORATION OF
CEDAR GROVE HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Nebraska Nonprofit Corporation Act, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
Name**

The name of the corporation is Cedar Grove Homeowners Association, Inc. hereafter called the "Association."

**ARTICLE II
Mutual Benefit Corporation**

The Association is a mutual benefit corporation.

**ARTICLE III
Principal Office**

The principal office of the Association is located at 9719 Giles Road, La Vista, Nebraska, 68128.

**ARTICLE IV
Registered Agent and Office**

Timothy Young, is hereby appointed the initial registered agent of this Association and the registered office of the Association is located at 9719 Giles Road, La Vista, Nebraska, 68128.

**ARTICLE V
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Lots 1 thru 75, inclusive, and Outlots A through E, Cedar Grove (Phase I), a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska,

and to promote the health, safety and welfare of the residents within the above-described property, of the homes situated on the above-described property, any Common Area and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Second Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements of Lots 1 through 75, inclusive, and Outlots A through E, inclusive, in Cedar Grove (Phase I), a Subdivision in Sarpy County, Nebraska (hereinafter called the "Declaration") applicable to the property and 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 Declaration being incorporated herein as if set forth at length;

b. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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;

c. 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 Association;

d. borrow money, and with the assent of two-thirds (2/3) of the 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. dedicate, sell or transfer all or any part of the Common Area 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 the members, agreeing to such dedication, sale or transfer;

f. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members of the Association;

g. have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Nebraska by law may now or hereafter have or exercise.

ARTICLE VI

Membership

The corporation shall have members. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII
Voting Rights

Except for Lots owned by the Declarant, the Owner of each Lot, whether one or more persons and entities, shall be entitled to one (1) vote on each matter properly coming before the Members of the Association. Lots owned by the Declarant shall each be entitled to twenty (20) votes on each matter properly before the Members of the Association.

ARTICLE VIII
Board of Directors

The affairs of this Association shall be managed by a Board of not less than three (3) Directors nor more than five (5), who need not be members of the Association or be Owners. The initial Board shall consist of three (3) members. The number of directors may be changed by amendment of the By-Laws of the Association.

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE IX
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. 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 agency 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X
Duration

The corporation shall exist perpetually.

ARTICLE XI
Amendments

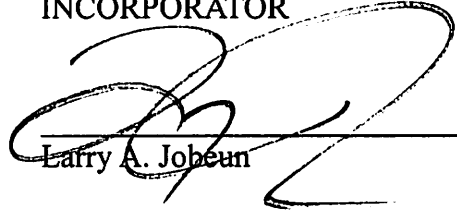
These Articles may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII
INCORPORATOR

Larry A. Jobeun is the initial incorporator with the address of 11440 West Center Road, Omaha, Nebraska 68144.

IN WITNESS WHEREOF, the undersigned, being duly authorized under the laws of the State of Nebraska, has executed these Articles of Incorporation of Cedar Grove Homeowners Association, Inc. this 4th day of January, 2015.

INCORPORATOR




Larry A. Jobeun

CONSENT TO USE OF SIMILAR NAME

The President of Cedar Grove Estates Homeowners Association, Inc., a Nebraska non-profit corporation, has consented to the similar name by CEDAR GROVE HOMEOWNERS ASSOCIATION, INC.

DATED: 7-9, 2015

Cedar Grove Estates Homeowners Association, Inc. a Nebraska non-profit corporation

By: 
Name: Jerry Siefkes
Its: President