



COPY

**ARTICLES OF INCORPORATION
OF
PORTAL RIDGE 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 Portal Ridge 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 Young, 9819 Giles Road, LaVista, 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 maintenance, preservation and replacement of entry islands, landscaping, signage, sign areas, and outlots, as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Portal Ridge in Sarpy County, Nebraska, as may be amended from time to time as provided for therein. 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 Declaration of Covenants, Conditions, Restrictions and Easements for Portal Ridge in Sarpy County, Nebraska, 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 Declaration being incorporated herein as if set forth at length; and

(b) Have all of the rights, powers and authority granted in the Declaration, 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.

ARTICLE V
Membership and Voting Rights

The Association shall have Members. The record owners of Lots 1 through 241, inclusive, Portal Ridge, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska, shall be a Member of the Association. The Association shall have two classes of voting membership: all members other than the Declarant shall have one vote for each Lot owned and the Declarant shall have twenty (20) votes for each Lot owned on all matters properly brought before the Association. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot owned by any person or persons other than Declarant.

ARTICLE VI
Board of Directors

The affairs of this Association shall be managed by a Board of Directors, who shall be members of the Association. The number of Directors may be changed by amendment of the By Laws of the Association. The Association shall thereafter have not less than three (3) nor more than five (5) members of the Board of Directors as set forth in the Bylaws 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 the assent of a majority of the Board of Directors or by sixty-six and two-thirds percent (66 2/3%) of the combined vote of the Lots.

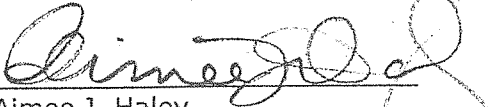
ARTICLE IX
Incorporator

The name and address of the incorporator is:

Aimee J. Haley
11440 West Center Road, Suite C
Omaha, Nebraska 68144

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation, this 13 day of April 2007.

INCORPORATOR:


Aimee J. Haley