



ARTICLES OF INCORPORATION
OF
VINTAGE OAKS TOWNHOME ASSOCIATION

The undersigned, for the purpose of incorporating a not-for-profit mutual benefit corporation under the Nebraska Nonprofit Corporation Act, do hereby certify and adopt the following Articles of Incorporation.

ARTICLE I.

Name

The name of the corporation is Vintage Oaks Townhome Association, hereinafter referred to as the "Association."

ARTICLE II.

Duration

The Association shall have perpetual existence.

ARTICLE III.

Purposes of Association

The purpose of the Association shall be to act as the Association under: (i) the Declaration of Covenants, Conditions, Restrictions and Easements of Vintage Oaks, a Subdivision of Douglas County, Nebraska, filed with the Douglas County Register of Deeds and (ii) any amendments to the foregoing declarations recorded against any of the "Lots" as defined in Article IV of these Articles (herein collectively referred to as the "Declaration"), together with such additional residential lots as shall be developed in Vintage Oaks, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (herein the "Property").

ARTICLE IV.

Membership and Voting

The Property is presently divided into separate residential lots, all of which are being regulated by the Association (herein referred to as the "Lots"). For purposes of these Articles and the Declaration, the term "owner" of the Lot means and refers to the record owner, whether one or more persons or entities, of fee simple title to a Lot, but excluding, however, those parties having any interest in any of such Lots merely as security for the performance of an obligation (such as contract seller, the trustee or beneficiary of a deed of trust, or a mortgagee). The purchaser of a Lot under a land contract or similar instrument shall be considered to be the "owner" of the Lot for purposes of these Articles. Membership shall be appurtenant to ownership of each Lot.

The owner of each Lot, whether one or more persons and entities, shall be a Member and shall be entitled to one (1) vote on each matter properly coming before the Members of the Association.

ARTICLE V. Powers

The Association shall have all of the powers conferred upon not-for-profit corporations under the Nebraska Nonprofit Corporation Act. Without limitation of the foregoing, the Association shall have the powers and authority described in the Declarations, as amended from time to time, including the power to fix, charge and collect charges, dues and assessments to members of the Association.

ARTICLE VI. Registered Agent

The initial registered office of the Association is located at 8712 West Dodge Road, Suite 400, Omaha, Nebraska, 68114, and the initial registered agent shall be Clay M. Rogers.

ARTICLE VII. Officers and Directors

The affairs of the Association shall be managed by a Board of not fewer than two (2) nor more than seven (7) directors, as permitted by applicable law and from time to time as may be set forth in the Bylaws, and by its President, Vice President, Secretary and Treasurer and one or more officers or assistants thereto as from time to time may be authorized by the Bylaws. The initial Board of Directors shall be approved and appointed at the initial meeting of the Incorporator and Board of Directors.

ARTICLE VIII. Incorporators

The names and respective street address of the incorporator is as follows:

Christopher D. Carzon, Esquire
8712 West Dodge Road, Suite 400
Omaha, NE 68114

ARTICLE IX. Bylaws

The Directors of the Association shall adopt its initial Bylaws with any provisions found to be appropriate, convenient or necessary for the management and affairs of the

Association not inconsistent with law and these Articles of Incorporation, and from time to time, in the manner set out therein, to amend, alter, or revoke all or any part of the Bylaws.

ARTICLE X.
Abatement of Dues and Assessments

The Board of Directors may abate all or part of the dues and assessments due in respect of any Lot. All dues and assessments due in respect of any Lot shall be abated during the period such Lot is owned by the Declarant under the Declaration.

ARTICLE XI.
Indemnification

The Corporation shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article shall not be deemed exclusive of any other right to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaws of this Association, agreement, vote or consent or shareholders or disinterested directors or otherwise.

ARTICLE XII.
Dissolution

Upon dissolution of the non-profit mutual benefit corporation, the assets shall be distributed in a manner not inconsistent with the provisions within the Nebraska Nonprofit Corporation Act.

ARTICLE XIII.
Amendment

Two-thirds (2/3) of the Board of Directors of the Association shall have the authority to, from time to time, alter, amend, revoke all or any part of these Articles of Incorporation.

Dated this 20th day of December, 2000.

INCORPORATOR:


Christopher D. Curzon