

ARTICLES OF INCORPORATION

OF

DEER CREEK FAIRWAY VILLAS HOMEOWNERS' ASSOCIATION, INC.

We, the undersigned, natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Nebraska Nonprofit Corporation Act, adopt the following Articles of Incorporation for the corporation.

ARTICLE I

Section 1.1 Definitions. As used herein, the following terms shall have the same meaning ascribed to them as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Lots 137 through 177 of Deer Creek Subdivision known as Deer Creek Fairway Villas, (the "Declaration") and as restated below:

- (a) "Common Properties" shall mean and refer to any areas of land declared to be Common Properties in any Supplemental Declaration filed by Declarant pursuant to Article II of the Declaration. All Common Properties shall be devoted to the exclusive common use and enjoyment of the Owners of the Properties.
- (b) "Declarant" shall mean and refer to Dan Witt Builders, Inc., a Nebraska corporation, its successors and assigns.
- (c) "Living Unit" shall mean and refer to any building situated upon the Properties designated and intended for the use and occupancy as a residence by a single family.
- (d) "Lot" shall mean and refer to any parcel of land, whether all or a portion of any platted lot shown upon any recorded map or plat of the Properties, upon which a Living Unit shall be built, or is proposed to be built, with the exception of any "Common Properties," as heretofore defined.
- (e) "Member" shall mean and refer to every person or entity who holds membership in the Association.
- (f) "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of a fee simple title to all or any part, parcel or portion of a platted Lot which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.
- (g) The "Properties" shall mean and refer to all such properties as are subject to the Declaration or any Supplemental Declaration under the provisions of Article II of the Declaration, which shall initially consist of Lots 137 through 177 inclusive, in Deer Creek, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

ARTICLE II

Section 2.1 Name. The name of the corporation is Deer Creek Fairway Villas Homeowners' Association, Inc. (the "Corporation").

ARTICLE III

Section 3.1 Nonprofit. The Corporation does not afford pecuniary gain, incidentally or otherwise, to its Members.

Section 3.2 Public Benefit Corporation. This Corporation is a public benefit corporation.

ARTICLE IV

Section 4.1 Duration. The Corporation shall commence upon the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE V

Section 5.1 Purposes. The purpose for which the Corporation is organized is to promote and develop the common good and social welfare of residents of a community which shall consist of the Owners of the Properties.

Section 5.2 Application of restrictions. Lots 137 through 177 of Deer Creek subdivision known as Deer Creek Fairway Villas, and any other Properties as may become subject to the Declaration or any Supplemental Declaration under the provisions of Article II of the Declaration, shall be considered as the community (the "Community") described in these Articles of Incorporation and the proper object of the powers and purposes of this Corporation.

Section 5.3 Corporate powers. As a means of accomplishing the purposes set forth above, the Corporation shall have and exercise all powers and rights conferred upon corporations by the Nebraska Nonprofit Corporation Act, and any enlargement of such powers conferred by subsequent legislative acts, including, but not limited to, the following powers:

(a) to collect and disburse the assessments and charges provided for the insurance, maintenance and repair of the Common Properties and recreation needs of the residents of the Community;

(b) to establish, administer, and enforce covenants, conditions, restrictions, reservations, servitudes, profits, licenses, easements, liens or charges for the support and benefit of the Corporation and the welfare or betterment of the Community or its Owners;

(c) to construct, install, extend, operate, maintain, repair, and replace utilities, systems, services, or other facilities on the Properties and any Common Properties for the welfare or betterment of the Lots or Owners thereof;

(d) to manage, regulate, and control the common or community use and enjoyment of the Properties and Common Properties for the welfare or betterment of the Community or the Owners;

(e) to sell, convey, dispose of or lease any Common Properties; and

(f) the Corporation shall have all powers conferred upon it by law unless inconsistent with the provisions of this Article. The Corporation shall not be organized or operated for profit, nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

Section 6.1 Membership. The Corporation shall have Members. Dan Witt Builders, Inc., a Nebraska corporation as Declarant, and every Owner shall be a Member of the Corporation. For the purpose of determining membership, ownership will be deemed to have vested upon delivery of a duly executed deed or contract for deed to the grantee or vendee. The legal title retained by a vendor selling under a contract for deed that is essentially a security device shall not qualify the vendor for membership, nor shall holding an interest merely as security for performance of an obligation entitle the interest holder to be a Member. Foreclosure of a contract for deed or repossession for any reason of a Lot or Living Unit sold under contract shall terminate the vendee's membership, whereupon all rights to membership shall revert in the vendor.

Section 6.2 Voting rights. Members shall be all the Owners as defined in Section 6.1, including the Declarant, as long as Declarant owns any Lots within the Community. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Section 6.1, as shown by the records of the Corporation as of the last day of the third month preceding the next membership annual meeting. When more than one person holds such interest or interests in any Lot, all such persons shall be Members and the vote for the Lot or Living Unit shall be exercised as they may among themselves determine, but in no event shall more than one vote be cast for any one Lot. If multiple Owners of a Lot cannot agree as to how their vote shall be cast, then they shall be deemed to have abstained from the vote, but participated for purposes of any required quorum.

Section 6.3 Suspension of membership rights. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors, and following notice and hearing as set forth below, if the Member, his or her family, tenants, or guests of any of them, shall have violated any rule or regulation of the Board regarding the use of any of the Properties or Common Properties.

The Board of Directors shall provide:

- (a) Not less than fifteen days' prior written notice of the suspension and the reasons therefor; and
- (b) An opportunity for the Member to be heard, orally or in writing, not less than five days before the effective date of the suspension, by the Board of Directors.

ARTICLE VII

Section 7.1 Registered office and agent. The street address of the initial registered office of the Corporation is 17411 Harney Street, Omaha, Nebraska 68118. The name of the initial registered agent of the Corporation in this state is Daniel N. Witt.

ARTICLE VIII

Section 8.1 Incorporator. The name and address of the Incorporator is Daniel N. Witt, 17411 Harney Street, Omaha, NE 68118.

ARTICLE IX

Section 9.1 Board of Directors. The Corporation shall have directors who shall constitute the Board of Directors and the governing body of the Corporation. The initial Board of Directors shall consist of not less than three Directors who shall hold office for the term stated until the election of their successors. Beginning with the first annual meeting, the Members at each annual meeting shall elect one Director for a term of three

years. The names and addresses of those persons who shall act as directors until the election of their successors are:

Daniel N. Witt
17411 Harney Street
Omaha, NE 68118

Patrick G. Badie
17411 Harney Street
Omaha, NE 68118

Sara J. Witt
17411 Harney Street
Omaha, NE 68118

Section 9.2 Voting. Except as herein otherwise specified, the decision of the majority of the Directors currently serving shall be required and shall be sufficient to authorize any action on behalf of the Corporation. Each Director shall be entitled to one vote on every matter presented to the Board of Directors.

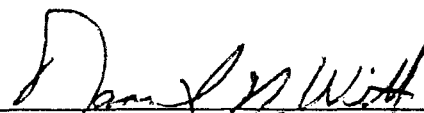
Section 9.3 Meetings. Any meeting of the Members or of the Board of Directors of the Corporation may be held in or outside the State of Nebraska.

Section 9.4 By-laws. The Directors of the Corporation have authority to adopt the initial By-laws with any provisions found to be appropriate, convenient, or necessary for the management of the Corporation's affairs and not inconsistent with applicable law or these Articles of Incorporation and from time to time in the manner set out therein to alter, amend, or revoke all or any part of the By-laws.

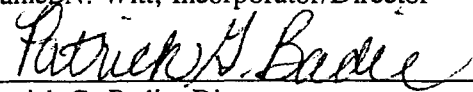
ARTICLE X

Section 10.1 Liquidation into successor organization. Upon dissolution or other termination of the Corporation, no part of the property of the Corporation, nor any of the proceeds of the property, shall be distributed to the Members of the Corporation as such, but all the property and proceeds shall, subject to the discharge of valid obligations of the Corporation, be distributed as directed by the Members of the Corporation to the governing body of any community or communities for the welfare of which the Corporation shall have been operated or to one or more corporation or other organization not organized for profit and operated exclusively for the promotion of social welfare, and which does not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

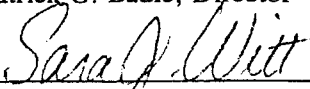
Dated: March 10, 2000.



Daniel N. Witt, Incorporator/Director



Patrick G. Badie, Director



Sara J. Witt, Director