

ARTICLES OF INCORPORATION
OF
COPPERFIELDS HOMEOWNERS ASSOCIATION

The undersigned, for the purpose of incorporating a not-for-profit 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 COPPERFIELDS HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association."

ARTICLE II.
Designation

The Association is a mutual benefit corporation.

ARTICLE III.
Duration

The Association shall have perpetual existence.

ARTICLE IV.
Purposes of the Association

The purpose of the Association shall be to act as the Association under the: (i) Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements of Copperfields, a Subdivision in Douglas County, Nebraska (Echo Ridge), filed with the Douglas County Register of Deeds on June 10, 2005, as Instrument Number 2005067373, as amended; (ii) Declaration of Covenants, Conditions, Restrictions and Easements of Copperfields, a Subdivision in Douglas County, Nebraska (Silverthorn), filed with the Douglas County Register of Deeds on April 6, 2004, as Instrument Number 2004043162; (iii) Declaration of Covenants, Conditions, Restrictions and Easements of Copperfields, a Subdivision in Douglas County, Nebraska (Goldenrod), filed with the Douglas County Register of Deeds on April 6, 2004, as Instrument Number 2004043161; (iv) Declaration of Covenants, Conditions, Restrictions and Easements of Copperfields, a Subdivision in Douglas County, Nebraska (Villas of Copperfields), filed with the Douglas County Register of Deeds on October 25, 2004, as Instrument Number 2004139718; (v) Declaration of Covenants, Conditions, Restrictions and Easements of Copperfields, a Subdivision in Douglas County, Nebraska, filed with the Douglas County Register of Deeds on January 27, 2006, as Instrument Number 2006009595; and (vi) any declarations recorded against subsequent phases of Copperfields (herein collectively referred to as the "Declaration"), or the health, welfare and enjoyment of the residents of Lots 10 through 21, inclusive and Lots 26 through 281, inclusive, Copperfields, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, AND Lots 1 through 29, inclusive, Copperfields Replat I, a subdivision, as surveyed, platted and

recorded in Douglas County, Nebraska, AND Lots 1 through 12, inclusive, Copperfields Replat 2, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (herein the "Property").

ARTICLE V.
Membership and Voting

The Association shall have Members. The Property has been divided to include two hundred ninety-nine (299) separate single family residential lots being regulated by the Association (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 a 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. It is understood that the Owner of each respective Lot created as a result of a lot split shall each be entitled to one (1) vote.

ARTICLE VI.
Powers and Dissolution

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 Declaration, as amended from time to time, including the power to fix, charge and collect charges, dues and assessments to members of the Association. No part of the net earnings of the Association shall inure to the benefit of any private member, trustee, director, or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above. The Association is irrevocably dedicated to operate exclusively for the purposes stated in Article IV above, and upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner as shall at that time qualify under the Internal Revenue Code, as amended, and on the terms and in the manner as the Board of Directors shall determine at that time.

ARTICLE VII.
Registered Agent

The initial registered office of the Association is located at 8701 West Dodge Road, Omaha, Nebraska 68114, and the initial registered agent at such address is Michael L. Riedmann.

ARTICLE VIII.

Officers and Directors

The affairs of the Association shall be managed by a Board of not fewer than three (3) nor more than nine (9) 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. Until election and qualification of successors, the initial Board of Directors of the Association are three (3) in number, whose names and respective street addresses are:

Michael L. Riedmann
8701 West Dodge Road
Omaha, NE 68114

Herbert L. Freeman
13917 Gold Circle
Omaha, NE 68144

Marcy Knobbe
17809 Pacific Street
Omaha, NE 68130

ARTICLE IX.
Incorporators

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

Mark J. LaPuzza
10250 Regency Circle, Suite 300
Omaha, NE 68114

ARTICLE X.
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 XI.
Amendment

Two-thirds (2/3) of the Members 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: July 25, 2008.

Mark J. LaPuzza

MARK J. LaPUZZA

Incorporator

Michael L. Riedmann

MICHAEL L. RIEDMANN

Herbert L. Freeman

HERBERT L. FREEMAN

Marcy Knobbe

MARCY KNOBBE

Directors