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STATE OF NEBRASKA
SECRETARY'S OFFICE
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Secretary of State
By 11:35am JAS/pcl

**ARTICLES OF INCORPORATION
OF**

WESTERN PINES ESTATES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Neb. Rev. Stat. §21-1901, et. seq. (Cum. Supp. 1996), the undersigned acting as the Incorporators, all of whom are residents of the State of Nebraska and all of whom are of full age, have this day voluntarily associated for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I

The name of the corporation shall be Western Pines Estates Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

This corporation is a mutual benefit corporation.

ARTICLE III

The principal office of the Association is located at 825 "M" Street, Suite 105, Lincoln, Nebraska 68508.

ARTICLE IV

The street address of the initial registered office of the Association shall be 825 "M" Street, Suite 105, Lincoln, Nebraska 68508. The name of initial registered agent at such address shall be M & S Construction, Inc.

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 as described as:

Lots one (1) through fifty-two (52) Western Manor Second Addition, Lincoln, Lancaster County, Nebraska

hereinafter referred to as the "properties";

and common area described as:

Outlot "A" Western Manor Second Addition, Lincoln, Lancaster County, Nebraska

hereinafter referred to as the "Common Area";

to promote the health, safety and welfare of the residents within the above-described property 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 Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Register of Deeds, Lancaster 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) acquired (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 each class of 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 each class of 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 each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporations Act of the State of Nebraska by law may now or hereafter have or exercise.

ARTICLE VI
MEMBERSHIP

This corporation shall have members and every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record, 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 the covenants of record.

ARTICLE VII
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarants, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such person 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.

Class B. The Class B member(s) shall be the Declarants (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to a Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 2002.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Phillip R. Stettinger	825 "M" Street, Suite 105 Lincoln, Nebraska 68508
Paul J. Muff	825 "M" Street, Suite 105 Lincoln, Nebraska 68508
Jonna S. Masek	825 "M" Street, Suite 105 Lincoln, Nebraska 68508

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 each class of 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 have perpetual existence.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall be pursuant Neb. Rev. Stat. §21-19,105 to 21-19,117 (Reissue 1991).

ARTICLE XII

INCORPORATORS

The incorporators and their street addresses are as follows:

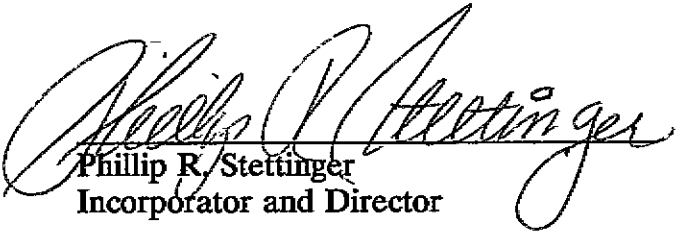
<u>NAME</u>	<u>ADDRESS</u>
Phillip R. Stettinger	825 "M" Street, Suite 105 Lincoln, Nebraska 68508
Paul J. Muff	825 "M" Street, Suite 105 Lincoln, Nebraska 68508

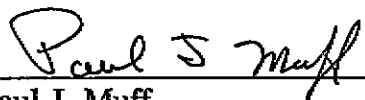
ARTICLE XIII

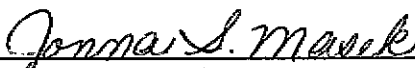
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

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 9th day of April, 1997.


Phillip R. Stettinger
Incorporator and Director


Paul J. Muff
Incorporator and Director


Jenna S. Masek
Director