

1649159

JUN 24 1998

STATE OF NEBRASKA
SECRETARY'S OFFICE
Received filed and recorded on
film roll no. 98-16

ARTICLES OF INCORPORATION
OF
TIMBER RIDGE ASSOCIATION

at page 419
Scott Moore 98787
Secretary of State

We, the undersigned, being person of the age of twenty-one years or more, pursuant to the Nebraska Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation.

By CH 25.02 of 137pm

ARTICLE I
NAME

The name of this corporation shall be: Timber Ridge Association, hereafter called the "Association".

ARTICLE II
DURATION

The period of duration this Association shall be perpetual.

ARTICLE III
ORGANIZATION AND PURPOSE

This corporation is a mutual benefit corporation. The purpose or purposes for which the Association is organized are to administer, insure, maintain, repair, replace, improve and to the extent applicable, own the common area located upon the property contained in Timber Ridge, Lincoln, Lancaster County, Nebraska (collectively the "Property") and to enforce the Timber Ridge Common Covenants, hereinafter called the "Covenants", applicable to the Property and recorded in the Lancaster County Register of Deeds office, as the same may be amended from time to time as therein provided, said Covenants being incorporated as if set forth herein.

ARTICLE IV
CORPORATE OPERATING REQUIREMENTS

A. No part of the net earning of the Association shall inure to the benefit of any director, officer or member of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no director or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the Association.

B. Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to any nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Association was created.

ARTICLE V
POWERS

The Association Shall have the power to do the following:

- 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 Covenants;
- b. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the covenants;
- c. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association; and
- d. To possess and exercise all powers conferred by the laws of Nebraska upon corporations under the Nebraska Nonprofit Corporation Act, Neb Rev. Stat. *21-1901, et seq., including the power to indemnify its directors and officers as may be provided in the Bylaws.

ARTICLE VI
REGISTERED OFFICE AND AGENT

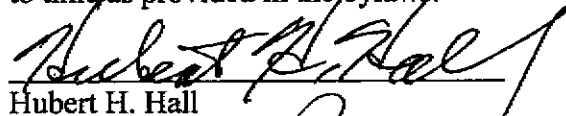
The street address of the Association's initial registered office is c/o Hub Hall Real Estate, Inc., 2300 South 48th Street, Suite 2, Lincoln, Nebraska 68506. The registered agent at such address is Hub Hall, whose address is identical to that of the registered office.


ARTICLE VII
BOARD OF DIRECTORS

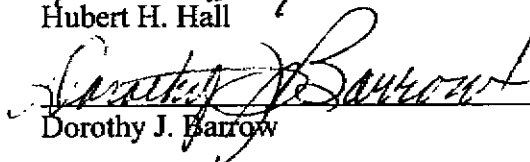
The number of directors constituting the initial Board of Directors of the Association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Hubert H. Hall	2300 South 48th Street, Suite 2
David H. Hall	2300 South 48th Street, Suite 2
Dorothy J. Barrow	2300 South 48th Street, Suite 2 Lincoln, NE 68506

The number, qualifications and term of office of directors may be changed from time to time as provided in the Bylaws.


Hubert H. Hall


David H. Hall


Dorothy J. Barrow

ARTICLE VIII
MEMBERSHIP

Every person or entity who becomes a record titleholder of a fee interest in any lot which is subject to the terms of a Covenants shall be a member of the Association, including contract buyers. However, any person or entity who holds an interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the terms of the Covenants.

ARTICLE IX
VOTING RIGHTS

Each lot shall be entitled to one vote for each lot upon each matter submitted for a vote. When more than one member holds an undivided ownership interest in any lot, the vote for such lot shall be based upon each undivided titleholder voting its undivided percentage recorded ownership interest for said lot. In the event there is a contract buyer, the record titleholder of the lot shall cast the vote for said lot, unless the contract buyer and record titleholder agree otherwise in writing and deliver a copy of the written agreement to the Association.

ARTICLE X
AMENDMENTS

Amendments of these Articles shall require a vote of the holders of a majority of the cumulative total of voting rights. Any instrument amending, modifying, abrogating, or canceling these protective covenants pertaining to the structure, existence, or financing of the homeowners association must be approved by the City Attorney's office in writing and recorded before it shall be effective.

ARTICLE XI
INCORPORATORS

The names and street addresses of each incorporator are:

Name	Address
Hubert H. Hall	2300 South 48th Street, Suite 2 Lincoln, NE 68506

Dated June 15, 1998

Hubert H. Hall
Incorporator