

**ARTICLES OF INCORPORATION OF
THE VILLAS AT TUSCAN RIDGE HOMEOWNERS ASSOCIATION**

The undersigned, for the purpose of incorporating and organizing a corporation under the Nebraska Nonprofit Corporation Act, and all of whom voluntarily associated themselves together for the purposes of forming a nonprofit corporation, do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is The Villas at Tuscan Ridge Homeowners Association, hereinafter called the "Association."

ARTICLE II
Mutual Benefit Corporation

This Association is a mutual benefit corporation.

ARTICLE III
Registered Agent

The name and address of the Association's registered agent in Nebraska is Whit Smith, 11635 Arbor Street, Omaha, Nebraska 68144.

ARTICLE IV
Purpose and Powers

This Association does not contemplate pecuniary gain or profit either to it or to the Members thereof, and the specific purposes for which it is formed are to provide for the health, safety and general welfare of the owners, invitees and licensees of the Villa Lots within The Villas at Tuscan Ridge, for the acquisition, construction, maintenance, preservation and replacement of Common Area and Common Area Improvements, and maintenance of the Lots within The Villas at Tuscan Ridge as more particularly set forth and defined in the Declaration of Covenants, Conditions, Restrictions and Easements of The Villas at Tuscan Ridge. For this purpose, the Association shall be authorized 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 the By-laws and the Declaration of Covenants, Conditions, Restrictions and Easements of The Villas at Tuscan Ridge, hereinafter called the "Declaration", applicable to the property described therein and recorded or to be recorded in the Office of the Register of Deeds of Douglas County, Nebraska, and as the same may be amended from time to time as therein provided, said By-laws and Declaration being incorporated herein as if set forth at length;
- (b) Have all of the rights, powers and authority granted in the Declaration and the By-laws, including, but not limited to, fixing, levying, collecting and enforcing the payment of all charges or assessments pursuant to the terms of the Declaration and the

By-laws of this Corporation; 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; and

(c) To exercise all rights, power and privileges which are permitted under the Nonprofit Corporation Act and are not forbidden by these Articles, the By-laws or the Declaration.

ARTICLE V
Membership and Voting Rights

The Association shall have Members. The record owners of all lots now or hereafter encumbered by the Declaration of Covenants, Conditions, Restrictions and Easements of The Villas at Tuscan Ridge recorded in the office of the Register of Deeds of Douglas County, Nebraska, including but not limited to Lots 1 - 20, inclusive, all in PACIFIC STREET WEST REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska shall be Members of the Association. The Association shall have two classes of voting members, Class A Members and Class B Members, defined as follows:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons 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 Declarant and shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to 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 June 1, 2014.

ARTICLE VI
Board of Directors

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By Laws of the Association.

ARTICLE VII
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of the votes entitled to be cast thereon. 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 body 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
Amendments

Amendment of these Articles shall require, a majority vote of the Board of Directors.

ARTICLE IX
Incorporators

The name and address of the incorporator is:

Whit Smith
11635 Arbor Street
Omaha, Nebraska 68144

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, I, the undersigned, constituting the sole incorporator of this Association, have executed these Articles of Incorporation, this ____ day of _____ 2008.

INCORPORATOR:

WHIT SMITH
11635 Arbor Street
Omaha, Nebraska 68144