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STATE OF NEBRASKA } S
SECRETARY'S OFFICE

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Secretary

Secretary of State
By *Sp4 Spd*

REC
THOMAS F.
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DOUGLAS:

ARTICLES OF INCORPORATION
OF
WEST BAY HOMEOWNERS ASSOCIATION

In compliance with the requirements of the Nebraska Non-Profit Corporation Act, the undersigned, all of whom are residents of Douglas County, Nebraska and all of whom are of full age, have this day voluntarily associated themselves together for the purposes of forming a corporation not for profit and do hereby certify:

RECORDED
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ARTICLE I
NAME

The name of the corporation is West Bay Homeowners Association, hereafter called the "Association".

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 11823 Arbor Street, Suite 220, Omaha, Nebraska.

ARTICLE III
INITIAL REGISTERED AGENT

Thomas E. Smith, whose address is 11823 Arbor Street, Suite 220, Omaha, Nebraska, is hereby appointed the initial registered agent of this Association, and his address is hereby designated as the initial registered office.

ARTICLE IV
PURPOSES 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 residential lots and Common Area within that certain tract of property described as:

Lots 1 through 64, inclusive, West Bay Replat, being a replat of Lots 1-46, inclusive of West Bay, as surveyed, platted and recorded in Douglas County, Nebraska,

and to promote the health, safety and welfare of the residents within the above described property

25.00

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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 their property and 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 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) Acquire (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 the three-fourths (3/4) 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, if any, to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members 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 three-fourths (3/4) of each class of members, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of three-fourths (3/4) of each class of members;
- (g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Nebraska by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot

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which is subject by covenants of record to assessment by the Association, 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 a 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 assessment by the Association.

**ARTICLE VI
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 Declarant, and shall be entitled to one vote for each lot owned. When more than one persons 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 (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 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, 2005.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board 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 By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

Name	Address
Thomas E. Smith	11823 Arbor Street, Suite 220 Omaha, Nebraska 68144
Arlene A. Boyd	11823 Arbor Street, Suite 220 Omaha, Nebraska 68144

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Ronald E. Smith

11823 Arbor Street, Suite 220
Omaha, Nebraska 68144

At the first annual meeting, the members shall elect one (1) Director for a term of one year, one (1) Director for a term of two years, and one (1) Director for a term of three years; and at each annual meeting thereafter the members shall elect one (1) Director for a term of three years. A Director may be removed as provided for in the Bylaws.

**ARTICLE VIII
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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE IX
DURATION**

The corporation shall exist perpetually.

**ARTICLE X
AMENDMENTS**

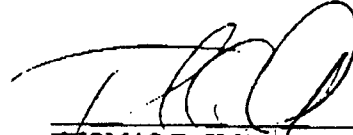
Amendment to these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

**ARTICLE XI
FHA/VA**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration ("FHA") or the Veterans Administration ("VA"): annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment to these articles. This provision shall not apply unless there are one or more lots in which the FHA and/or VA has an interest.

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 21 day of September, 1995.

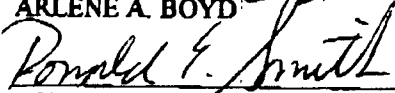
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THOMAS E. SMITH



ARLENE A. BOYD



RONALD E. SMITH