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AUTUMN GROVE HOMEOWNERS ASSOCI
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**ARTICLES OF INCORPORATION
OF
AUTUMN GROVE HOMEOWNERS
ASSOCIATION, INC.**

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 Autumn Grove Homeowners Association, Inc., 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 HearthStone Homes, Inc., 8425 Madison Street, Omaha, Nebraska 68127.

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 acquisition, construction, maintenance, preservation and replacement of Common Area and Common Area Improvements, as defined in the Declaration of Covenants, Conditions, Restrictions and Easements of Autumn Grove, a Subdivision in Douglas County, Nebraska. 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 Autumn Grove, a Subdivision in Douglas County, Nebraska, 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 Autumn Grove, recorded of record in the office of the Register of Deeds of Douglas County, Nebraska, including but not limited to Lots 1 through 199, inclusive, in Autumn Grove, 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 the Owners of all Lots other than Lots owned by Declarant or Lots which are subject to a mortgage or deed of trust in favor of Declarant. Each Class A Member shall be entitled to one vote for each Lot Owned. When there shall be more than one person or entity holding an interest in any Lot, all such persons or entities or both, shall be Members; provided however that the vote for such Lot shall be exercised as such persons or entities or both, shall determine, but in no event shall more than one vote be cast with respect to any one Lot.

Class B: Class B Members shall be the Owners of all Lots owned by Declarant or Lots which are subject to a mortgage or deed of trust in favor of Declarant. Each Class B Member shall be entitled to twenty votes for each Lot owned. Each Class B Member shall be entitled to one vote for each Lot owned upon the occurrence of the first of the following dates:

(a) The date on which the total votes outstanding in the Class A membership shall equal the total votes outstanding in the Class B membership, or

(b) January 1, 2010.

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. The names and addresses of the initial Board of Directors who are to act in the capacity of Directors until the selection of their successors are:

James M. Ecker	Rachel M. Ipsan	Neil Smith
8425 Madison Street	8425 Madison Street	8425 Madison Street
Omaha, Nebraska 68127	Omaha, Nebraska 68127	Omaha, Nebraska 68127

The Association shall thereafter have not less than three (3) nor more than five (5) members of the Board of Directors as set forth in the Bylaws 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 the assent of seventy-five percent (75%) of the combined vote of the Lot Owners.

ARTICLE IX
Incorporators

The name and address of the incorporator is:

James M. Ecker
8425 Madison Street
Omaha, Nebraska 68127

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators and directors of this Association, have executed these Articles of Incorporation, this 18 day of MARCH 1999.

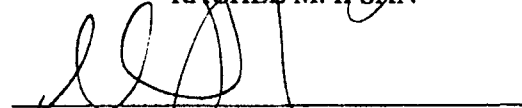
INITIAL BOARD OF DIRECTORS AND INCORPORATOR:



JAMES M. ECKER



RACHEL M. IPSAN



NEIL SMITH