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 STATE OF NEBRASKA }
 SECRETARY'S OFFICE } SS
 Received and filed for record MAY 17 1984
 and recorded on film roll No. 84-22 at page 831
 Allini J. Baccinini
 Secretary of State
 By DC
 \$32.00 Pd

ARTICLES OF INCORPORATION
 OF

HAWAIIAN VILLAGE LAKE ASSOCIATION

The undersigned natural persons who are of the age of twenty-one (21) years or more and acting as incorporators under the Nebraska Nonprofit Corporation Act, as amended, do hereby adopt these Articles of Incorporation:

ARTICLE I.

NAME: The name of the corporation is Hawaiian Village Lake Association.

ARTICLE II.

DURATION: The period of duration of the corporation is perpetual beginning with and following the filing of these Articles of Incorporation in the office of the Secretary of State of Nebraska and the issuing by such officer of a certificate of incorporation.

ARTICLE III.

PURPOSES AND POWERS: The purposes for which the corporation is organized are, in general, without any part of its net earnings inuring to the private benefit of its members, to promote and provide for their pleasure, recreation, and other nonprofitable interests by acquiring, maintaining, operating or otherwise making available for use private lakes, roads and common areas together with any other recreational equipment, facilities, grounds or structures, by securing compliance with or enforcement of applicable covenants, easements, restrictions, and similar limitations, by fixing and collecting or abating dues or other charges for financing its operation, by delegating by contract or otherwise to any other Nebraska nonprofit corporation or other professional manager general responsibility for administration and executive management of its affairs, and by undertaking any one or more other

FILED FOR RECORD IN SARPY COUNTY NEBR. May 18 1984 AT 8:20 O'CLOCK A.M.
20.00 Pd.

AND RECORDED IN BOOK 25 OF Lines PAGE 148 Mary E. Cowger COUNTY CLERK.

activities appropriate, convenient or necessary to promote or sustain any such interest, to acquire by purchase or otherwise, hold for investment or otherwise, or dispose of for profit or otherwise any interest in or species of personal or real property wherever located, and to engage in any other venture for the mutual nonprofitable interests of its members for which a corporation may be organized under the Nebraska Nonprofit Corporation Act, as amended; and, for the effectuation of its purposes, the powers of the corporation include without limitation all powers as now or hereafter permitted by applicable law to be exercised by a nonprofit corporation and the power to do or perform to the fullest extent as might a natural person any act appropriate, convenient or necessary to its purposes and not forbidden by applicable law to be done or performed by a nonprofit corporation. It is the intention of the corporation to qualify as a Homeowner's Association under the Internal Revenue Code, and to this end the corporation shall have the power to provide for the management, maintenance and care of the Association property.

ARTICLE IV.

MEMBERS: Hawaiian Village Lake Association, a Nebraska nonprofit corporation, and each contract purchaser or owner of a platted lot or tract within Hawaiian Village, in Sarpy County, Nebraska, as surveyed, platted and recorded, or any other platted lot, tract or parcel within the limits of any other real property accepted for inclusion and by agreement, covenant or otherwise required to be included in membership is or becomes at the commencement, remains for the duration, and ceases to be upon the termination of such interest a member of the corporation subject individually and personally to its power in the manner set out in its By-Laws to fix and collect or abate partly or wholly dues and other charges, to establish membership classes, to impose disciplinary measures by denial of membership privileges partly or wholly or otherwise for failure to pay such dues or charges or for otherwise improper action or conduct, and to regulate voting rights by denial or extension thereof partly or wholly to any member or membership class; but no member has any individual or personal liability or other

responsibility for any of the debts or other obligations of the corporation or property in or title to any of its personal or real property.

ARTICLE V.

REGISTERED OFFICE AND AGENT: Subject to change from time to time as permitted by applicable law, the street address of the initial registered office of the corporation is 504 No. 29th Street, Ashland, NE 68003, and subject to change in like manner, the name of its initial registered agent at such address is Elton Erickson.

ARTICLE VI.

DIRECTORS AND OFFICERS: The affairs of the corporation are managed by a Board of not fewer than five (5) Directors or of such greater or other number of Directors as permitted by applicable law and from time to time determined in the manner set out in its By-Laws and by a President, a Vice President, a Secretary, a Treasurer, and such one or more other officers or assistants thereto as from time to time found to be appropriate, convenient, or necessary for the management of its affairs; and until the election or appointment and the qualification of their respective successors, the Directors comprising the initial Board of Directors of the corporation are three (3) in number whose names and respective addresses are as follows:

Elton Erickson	504 No. 29th St. Ashland, NE 68003
Ruth E. Parkening	5508 "M" St. Lincoln, NE 68510
Mardelle M. Meyerott	12651 "C" St. Omaha, NE 68114

ARTICLE VII.

INCORPORATORS: The name and respective street address of the incorporators of the corporation are the following, together with their addresses:

Elton Erickson 504 No. 29th St.
Ashland, NE 68003

Ruth E. Parkening 5508 "M" St.
Lincoln, NE 68510

Mardelle M. Meyerott 12651 "C" St.
Omaha, NE 68114

ARTICLE VIII.

BY-LAWS: The Directors of the corporation have authority to adopt its initial By-Laws with any provisions found to be appropriate, convenient or necessary for the management of its affairs and not inconsistent with applicable law or these Articles of Incorporation and from time to time in the manner set out therein to alter, amend, or revoke all or any part of its By-Laws.

ARTICLE IX.

AMENDMENT: The Directors of the corporation have authority from time to time in the manner set out in its By-Laws to alter, amend, or revoke all or any part of these Articles of Incorporation.

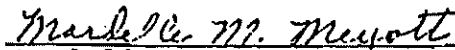
WITNESS our hands and seals this 16th day of May, 1984.



Elton Erickson
504 No. 29th St.
Ashland, NE 68003



Ruth E. Parkening.
5508 "M" St.
Lincoln, NE 68510



Mardelle M. Meyerott
12651 "C" St.
Omaha, NE 68114