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ARTICLES OF INCORPORATION
OF
PACIFIC SPRINGS HOMEOWNERS ASSOCIATION

The undersigned, for the purpose of incorporating a not-for-profit corporation under the Nebraska Nonprofit Corporation Act, do hereby certify and adopt the following Articles of Incorporation.

ARTICLE I.
Name

The name of the Corporation is Pacific Springs Homeowners Association, hereinafter referred to as the "Association."

ARTICLE II.
Duration

The Association shall have perpetual existence.

ARTICLE III.
Purposes of the Association

The purpose of the Association shall be to act as the Association under: (i) the Declaration of Covenants, Conditions, Restrictions and Easements of Pacific Springs, a subdivision in Douglas County, Nebraska, dated May 17, 1996, filed with the Douglas County Register of Deeds on May 23, 1996, at Book 1177, Page 600 of the Miscellaneous Records, (ii) the Declaration of Covenants, Conditions, Restrictions and Easements of Part of Pacific Springs, a subdivision in Douglas County, Nebraska, dated June 7, 1996, filed with the Douglas County Register of Deeds on June 10, 1996, at Book 1179, Page 055 of the Miscellaneous Records, and (iii) any declarations recorded against subsequent phases or parts of Pacific Springs, all as may be amended from time to time (herein collectively referred to as the "Declaration"), for the health safety, recreation, welfare and enjoyment of the residents of property in Pacific Springs, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, together with such additional residential lots as shall be developed in subsequent phases or parts of Pacific Springs, (herein the "Property").

ARTICLE IV.
Membership and Voting

The Property is platted into separate residential lots and will also include additional residential lots in subsequent phases or parts of Pacific Springs all of which are being regulated by the Association (referred to as the "Lots"). For purposes of these Articles and the Declaration, the term "owner" of the Lot means and refers to the record owner, whether one or more persons or entities, of fee simple title to a Lot, but excluding, however, those parties having any interest in any of such Lots merely as security for the performance of an obligation (such as a contract seller, the trustee or beneficiary of a deed of trust, or a mortgagee). The purchaser of a Lot under a land contract or similar instrument shall be considered to be the "owner" of the Lot for purposes of these Articles. Membership shall be appurtenant to ownership of each Lot. The owner of each Lot, whether one or more persons and entities, shall be a Member and shall be entitled to one (1) vote on each matter properly coming before the Members of the Association.

ARTICLE V.
Powers

The Association shall have all of the powers conferred upon not-for-profit corporations under the Nebraska Nonprofit Corporation Act. Without limitation of the foregoing, the Association shall have the powers and authority described in the Declaration, as amended from time to time, including the power to fix, charge and collect charges, dues and assessments to members of the Association.

ARTICLE VI.
Registered Agent

The initial registered office of the Association is located at 10050 Regency Circle, Suite 200, Omaha, Nebraska 68114, and the initial registered agent at such address is Dennis P. Hogan, III.

ARTICLE VII.
Officers and Directors

The affairs of the Association shall be managed by a Board of not fewer than three (3) nor more than nine (9) directors, as permitted by applicable law and from time to time as may be set forth in the Bylaws, and by its President, Vice President, Secretary and Treasurer and one or more officers or assistants thereto as from time to time may be authorized by the Bylaws. Until election and qualification of

successors, the initial Board of Directors of the Association are three (3) in number, whose names and respective street addresses are:

David F. Lanoha
3615 South 180th Street
Omaha, NE 68130

Patricia Sorensen
2510 Seaton Avenue
Fremont, NE 68025

Gene H. Koborg
4378 South 154th Street
Omaha, NE 68137

ARTICLE VIII.
Incorporators

The names and respective street addresses of the incorporators are as follows:

David F. Lanoha
3615 South 180th Street
Omaha, NE 68130

Patricia Sorensen
2510 Seaton Avenue
Fremont, NE 68025

ARTICLE IX.
Bylaws

The Directors of the Association shall adopt its initial Bylaws with any provisions found to be appropriate, convenient or necessary for the management and affairs of the Association not inconsistent with law and these Articles of Incorporation, and from time to time, in the manner set out therein, to amend, alter, or revoke all or any part of the Bylaws.

ARTICLE X.
Indemnification


The Corporation shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons

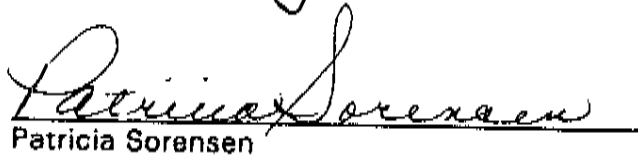
whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article shall not be deemed exclusive of any other right to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaws of this Association, agreement, vote or consent of shareholders or disinterested directors or otherwise.

ARTICLE XI.
Amendment

Two-thirds (2/3) of the Members of the Association shall have the authority to, from time to time, alter, amend, revoke all or any part of these Articles of Incorporation.

DATED: 9/13, 1996.


David F. Lanoha


Patricia Sorensen

Incorporators