

ARTICLES OF ASSOCIATION

OF

SANITARY AND IMPROVEMENT DISTRICT NO. 398
OF DOUGLAS COUNTY, NEBRASKA

KNOW ALL MEN BY THESE PRESENTS: THAT, the undersigned, being all of the owners having an interest in real property within the limits thereof, do hereby associate themselves together for the formation of a sanitary and improvement district under the provisions of Sections 31-727 through 780, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and do hereby adopt these Articles of Association, to-wit:

ARTICLE I.

Name

The name of the District is "Sanitary and Improvement District No. 398 of Douglas County, Nebraska."

ARTICLE II.

Existence

The existence of the District is perpetual.

ARTICLE III.

Limits

The limits of the District are described as follows:

See Exhibit "1" attached hereto and incorporated herein by this reference.

ARTICLE IV.

Names, Residences, and Property Descriptions of Owners

There are no known or unknown owners of real property who will be benefited by the District or who are nonresidents of Nebraska who have not joined in its organization; and the names and respective places of residence and descriptions of real property owned by all of those joining in the formation and organization of the District are as follows:

See Exhibit "2" attached hereto and incorporated herein by this reference.

(the "Trustees' Property")

David F. Lanoha, of 3615 South 180th Street, Omaha, Douglas County, Nebraska 68130, owning an undivided one-fifth interest in and to the Trustees' Property;

* Patricia A. Lanoha, of 3615 South 180th Street, Omaha, Douglas County, Nebraska 68130, owning an undivided one-fifth interest in and to the Trustees' Property;

Patricia Sorensen, of 2510 Seaton Avenue, Fremont, Dodge County, Nebraska 68025, owning an undivided one-fifth interest in and to the Trustees' Property;

EXHIBIT B

Gene H. Koborg, of 4378 South 154th Street, Omaha, Douglas County, Nebraska 68137, owning an undivided one-fifth interest in and to the Trustees' Property;

Bruce Kalchik, of 6706 South 135th Terrace, Omaha, Douglas County, Nebraska 68137, owning an undivided one-fifth interest in and to the Trustees' Property;

The real property described in the District Boundaries except for the real property described as the Trustees' Property

(the Developer's Property)

Lanoha-Pacific Development, Inc.
19111 West Center Road
Omaha, Nebraska

ARTICLE V.

Purposes and Powers

The purposes for which the District is organized are, in general, to acquire, build, improve, install, maintain, remove, renew, repair, replace, or otherwise conduct or operate electric service lines and conduits, a system of sanitary and storm sewers, a water system, a civil defense warning system, a system of sidewalks, public highways, roads, and streets, public waterways, docks or wharfs, and related appurtenances, dikes and levees for flood protection, and public parks, playgrounds and other recreational facilities, to contract with any one or more corporations, municipalities, or persons for electricity for illumination of public highways, roads, and streets, for gas, for police protection and security services, for water for fire protection and resale to or use by residents within the district, and for disposal of or use of facilities for disposal or refuse, sewage, or other wastes, to contract with other governmental authorities and subdivisions in accordance with the provisions of the Interlocal Cooperation Act (Sections 23-2001 to 23-2007, Reissue Revised Statutes of Nebraska, 1943) as now in effect or as may be hereafter amended, and to perform any one or more other functions now or hereafter permitted under the provisions of Section 31-727 through 780, Reissue Revised Statutes of Nebraska, 1943, as amended, or any other applicable provisions of law; and, for the effectuation of its purposes, the powers of the district include without limitation all powers now or hereafter granted to under said provisions and all other powers now or hereafter granted to public corporations under the law of Nebraska appropriate, convenient, or necessary to said purposes.

ARTICLE VI.

Liabilities of Owners

All of the owners of real property joining in the formation and organization of the District are willing and do obligate themselves to pay the tax or taxes hereafter levied against such property and the special assessment or assessments against real property benefitted hereafter assessed against them and also to pay the expenses necessary for installing a sewer, or water system, or both a sewer and water system, the cost of water for fire protection, the cost of grading, changing grade, paving, repairing, graveling, regravelling, widening, or narrowing sidewalks and roads, resurfacing or relaying existing pavement, or otherwise improving any public roads, streets, or highways within the District, the cost of constructing public waterways, docks or wharfs, and related appurtenances, the cost of constructing or contracting for the construction of dikes and levees for flood protection for the District, the cost of contracting for water for fire protection and for resale to residents of the District, the cost of contracting for police protection and security services, and the cost of electricity for street lighting for the public streets and highways within the district, the cost of civil defense warning system, the cost of installing gas

and electric service lines and conduits, the cost of acquiring, improving and operating public parks, playgrounds, and recreation facilities, and, where permitted by this section, the cost of contracting for building, acquiring, improving, and operating public parks, playgrounds, and recreational facilities, as provided by the law of Nebraska.

ARTICLE VII.
Board of Trustees

The affairs and business of the District are conducted and operated by a Board of Trustees comprised of five (5) individual owners of real property within the District, elected periodically hereafter by all of the owners having an interest in such property as provided by law; and the names of the initial Trustees who are owners of real property within the District designated to serve until their successors are elected and qualified are as follows:

- David F. Lanoha
- Patricia A. Lanoha
- Patricia Sorensen
- Gene H. Koborg
- Bruce Kalchik

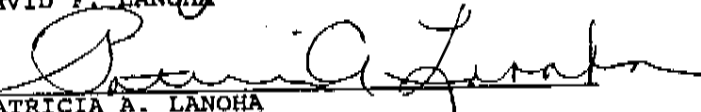
ARTICLE VIII.
Adoption and Amendment

These Articles of Association take effect from and after their execution by all of the owners having an interest in real property within the District and the determination by the District Court of Douglas County, Nebraska, of the District to be a public corporation of Nebraska; and thereafter the Board of Trustees has authority from time to time, with or without approval of the District Court of Douglas County, Nebraska, as provided by the law of Nebraska, to alter, amend, or revoke all or any part of these Articles of Association.


IN WITNESS WHEREOF, the undersigned have executed these Articles of Association on Sept. 11, 1995.



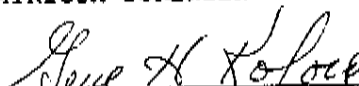
DAVID F. LANOHA




PATRICIA A. LANOHA



PATRICIA SORENSEN




GENE H. KOBORG



BRUCE KALCHIK

LANOHA-PACIFIC DEVELOPMENT, INC., a
Nebraska corporation,

By 

President

LEGAL DESCRIPTION-S.I.D. 398 BOUNDARY.

A TRACT OF LAND BEING THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 21, T15N, R11W OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF THE SOUTHWEST QUARTER OF SAID SECTION 21, THENCE ALONG THE SOUTH LINE OF SAID SOUTHWEST QUARTER, S87°42'45"W (ASSUMED BEARING), 2419.71 FEET, THENCE ALONG SAID SOUTH LINE, S87°42'45"W, 208.70 FEET; THENCE S02°26'13"E, 241.70 FEET TO THE SOUTH LINE OF SAID SOUTHWEST QUARTER; THENCE ALONG SAID SOUTH LINE, S87°42'45"W, 11.00 FEET TO THE WEST LINE OF SAID SOUTHWEST QUARTER; THENCE ALONG SAID WEST LINE, N02°26'13"W, 2646.93 FEET TO THE NORTHWEST CORNER OF SAID SOUTHWEST QUARTER; THENCE ALONG THE NORTH LINE OF SAID SOUTHWEST QUARTER, N87°50'47"E, 2655.02 FEET TO THE NORTHEAST CORNER OF SAID SOUTHWEST QUARTER; THENCE ALONG THE EAST LINE OF SAID SOUTHWEST QUARTER, S02°34'34"E, 2640.78 FEET TO THE POINT OF BEGINNING, CONTAINING AN AREA OF 180.2 ACRES, MORE OR LESS.

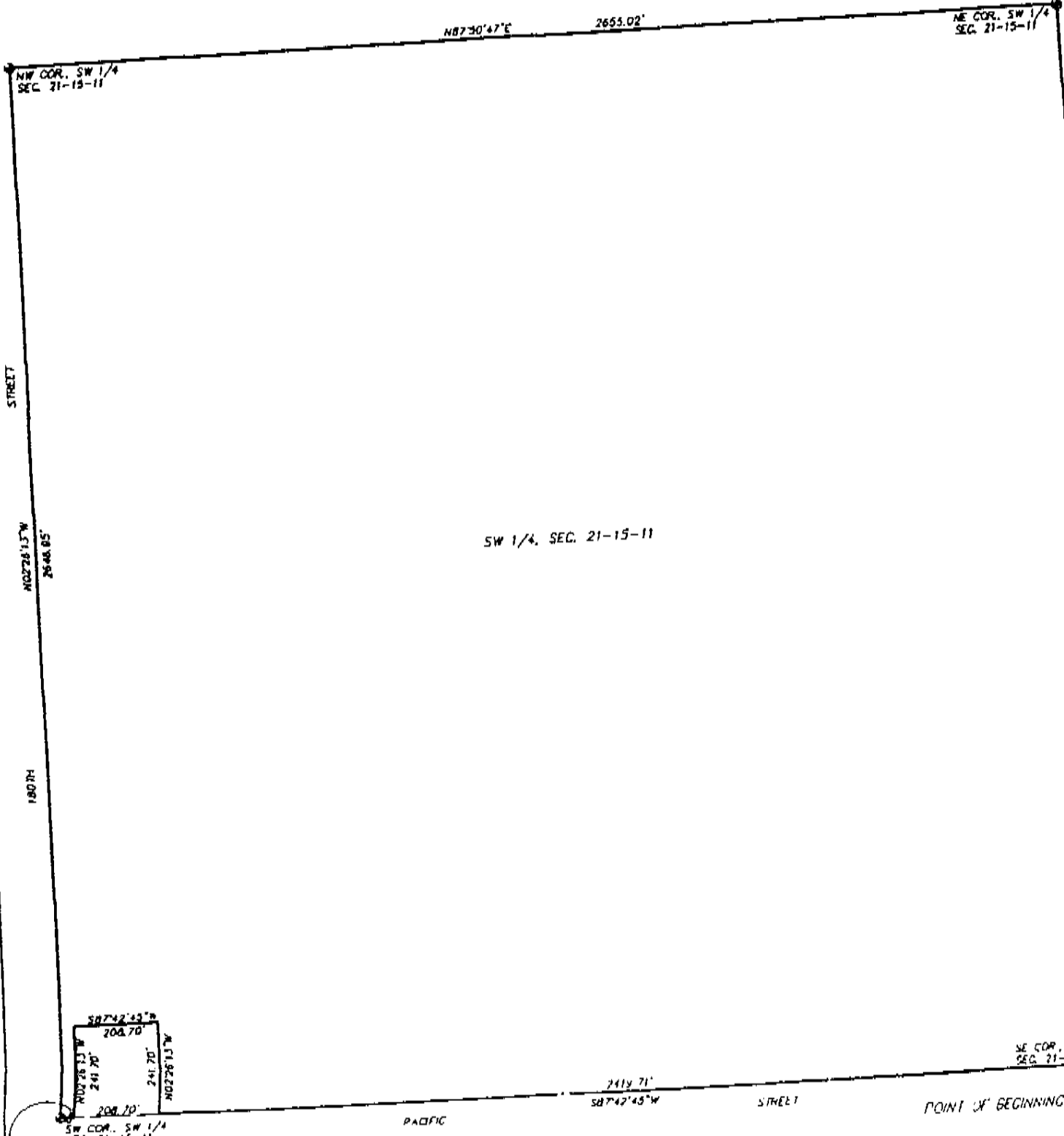
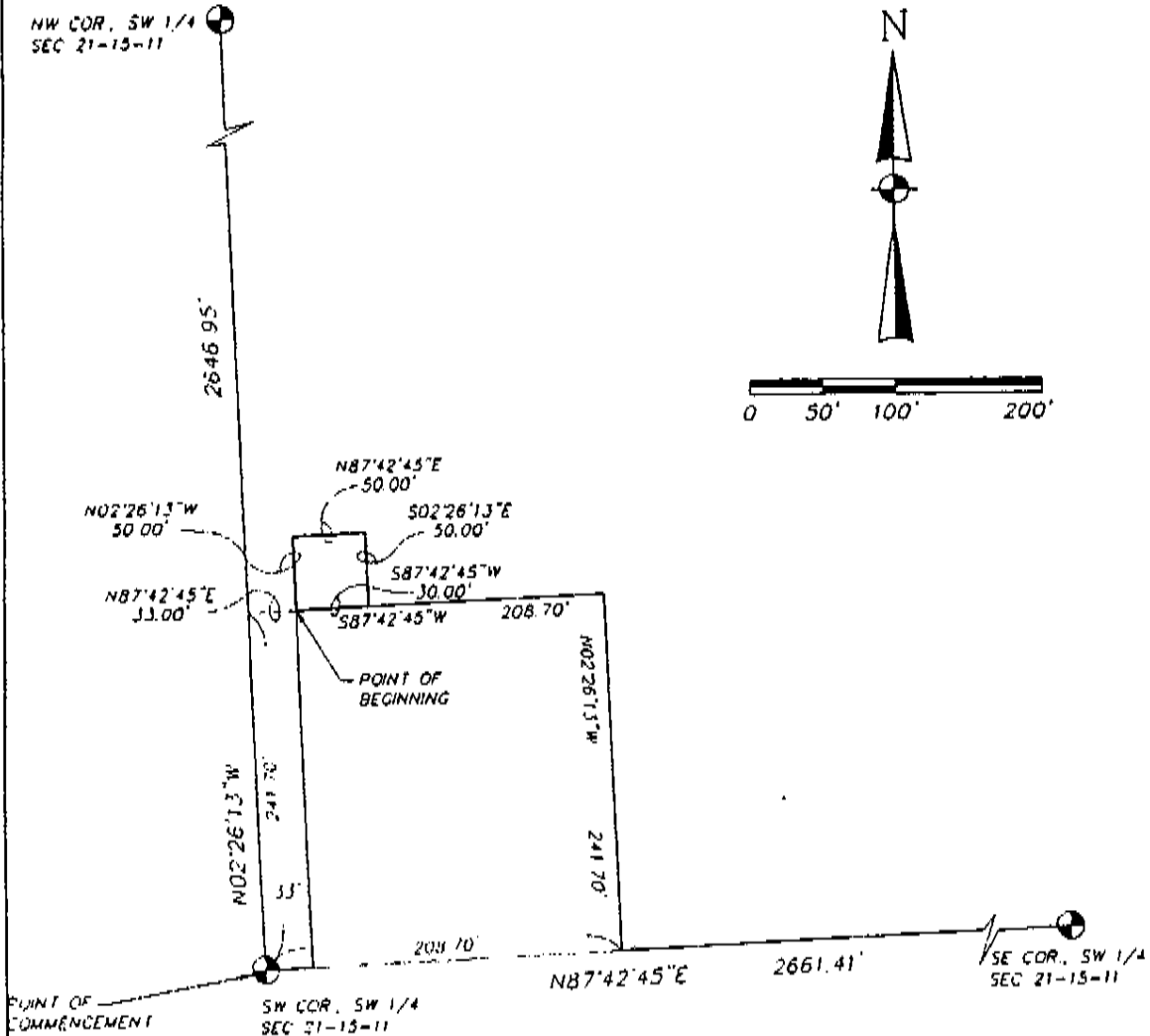


EXHIBIT 1

EXHIBIT 2



LEGAL DESCRIPTION - TRUSTEE'S TRACT

A TRACT OF LAND LOCATED IN THE SOUTHWEST QUARTER OF SECTION 21, T 15 N., R 11 W OF THE 6TH P.M. DOUGLAS COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:
 COMMENCING AT THE SOUTHWEST CORNER OF THE SOUTHWEST QUARTER OF SAID SECTION 21, THENCE ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER, N02°26'13"W (ASSUMED BEARING), 241.70 FEET, THENCE N87°42'45"E, 33.00 FEET TO THE TRUE POINT OF BEGINNING; THENCE N02°26'13"W, 50.00 FEET, THENCE N87°42'45"E, 50.00 FEET, THENCE S02°26'13"E, 50.00 FEET, THENCE S87°42'45"W, 50.00 FEET TO THE TRUE POINT OF BEGINNING, CONTAINING AN AREA OF 0.06 ACRE (2500 SQ. FT.), MORE OR LESS

1/1	TRUSTEE'S TRACT	S.I.D 398	KIM MICHAEL AND ASSOCIATES
		SW 1/4, SEC 21, T15N, R11W, 6TH PM.	

Doc. 942 No 554

ARTICLES OF ASSOCIATION
OF
SANITARY AND IMPROVEMENT DISTRICT NO. 398
OF DOUGLAS COUNTY, NEBRASKA

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FILED
IN DISTRICT COURT
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SEP 15 1995
RUDY J TESAR
CLERK DISTRICT COURT



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DAVID F. LANOHA

Patricia A. Lanoha
PATRICIA A. LANOHA

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PATRICIA SORENSEN

Gene H. Koborg
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BRUCE KALCHIK

LANOHA-PACIFIC DEVELOPMENT, INC., a
Nebraska corporation,

By David F. Lanoha
President

LEGAL DESCRIPTION-S.I.D. 398 BOUNDARY

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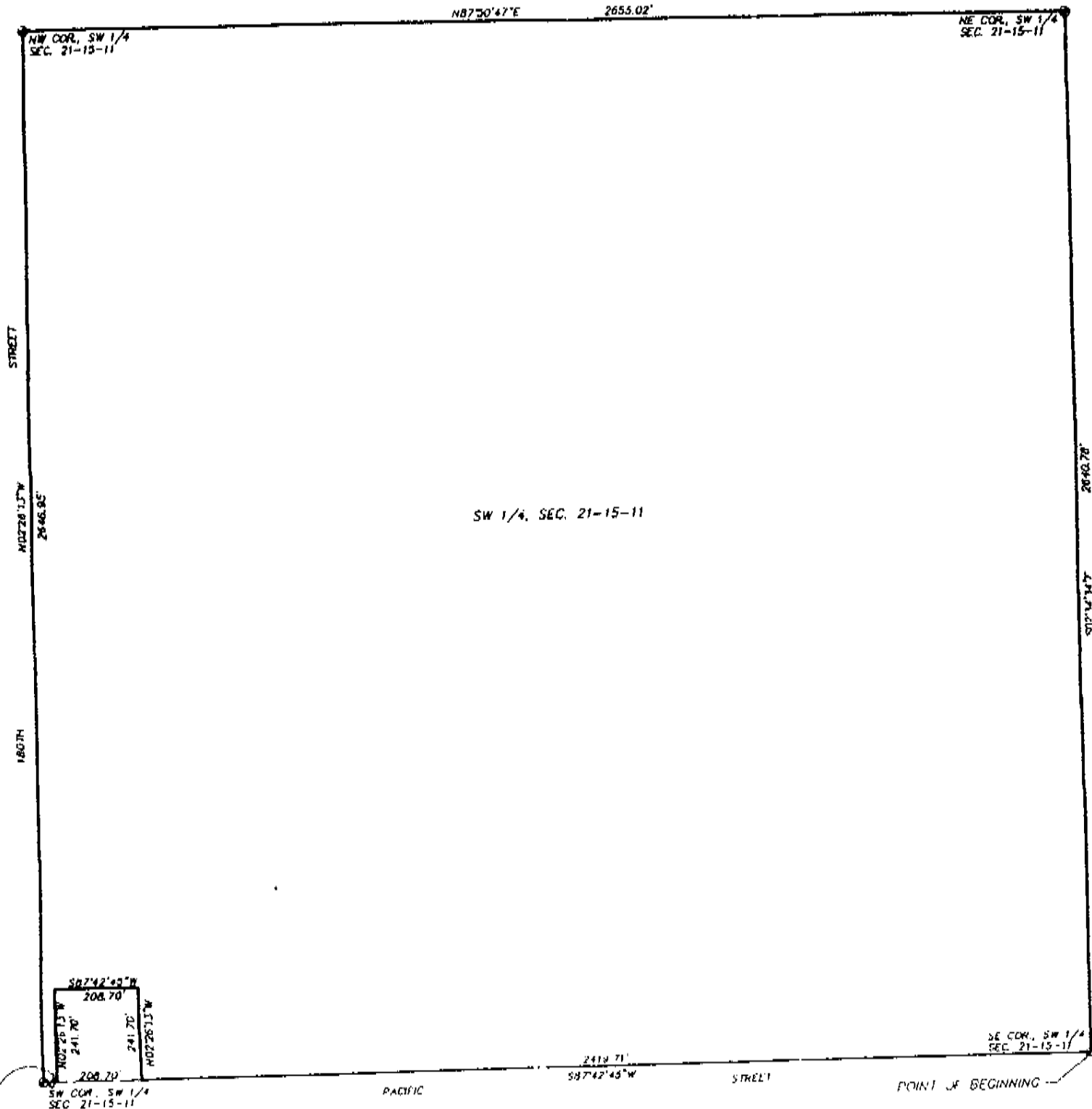
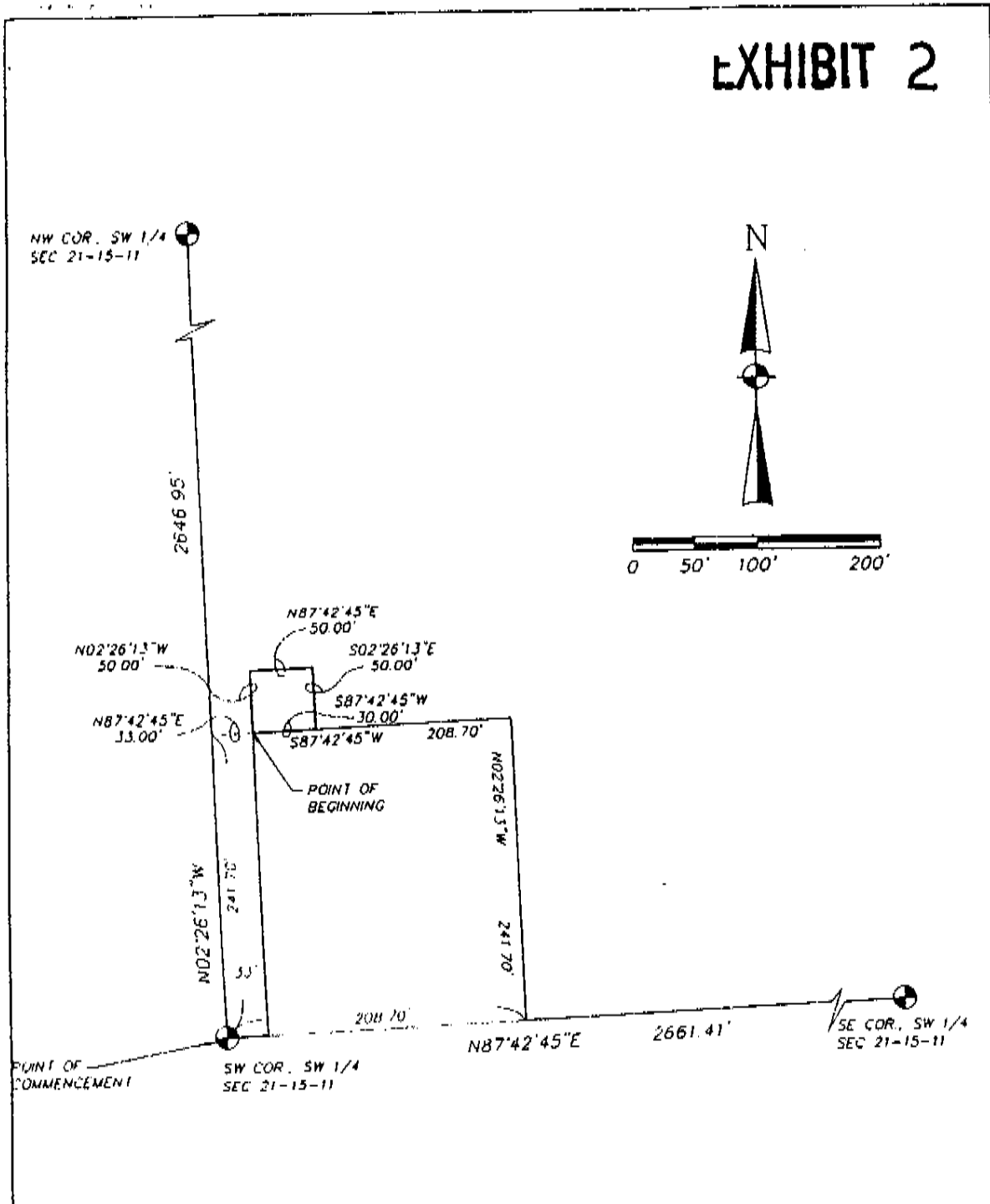


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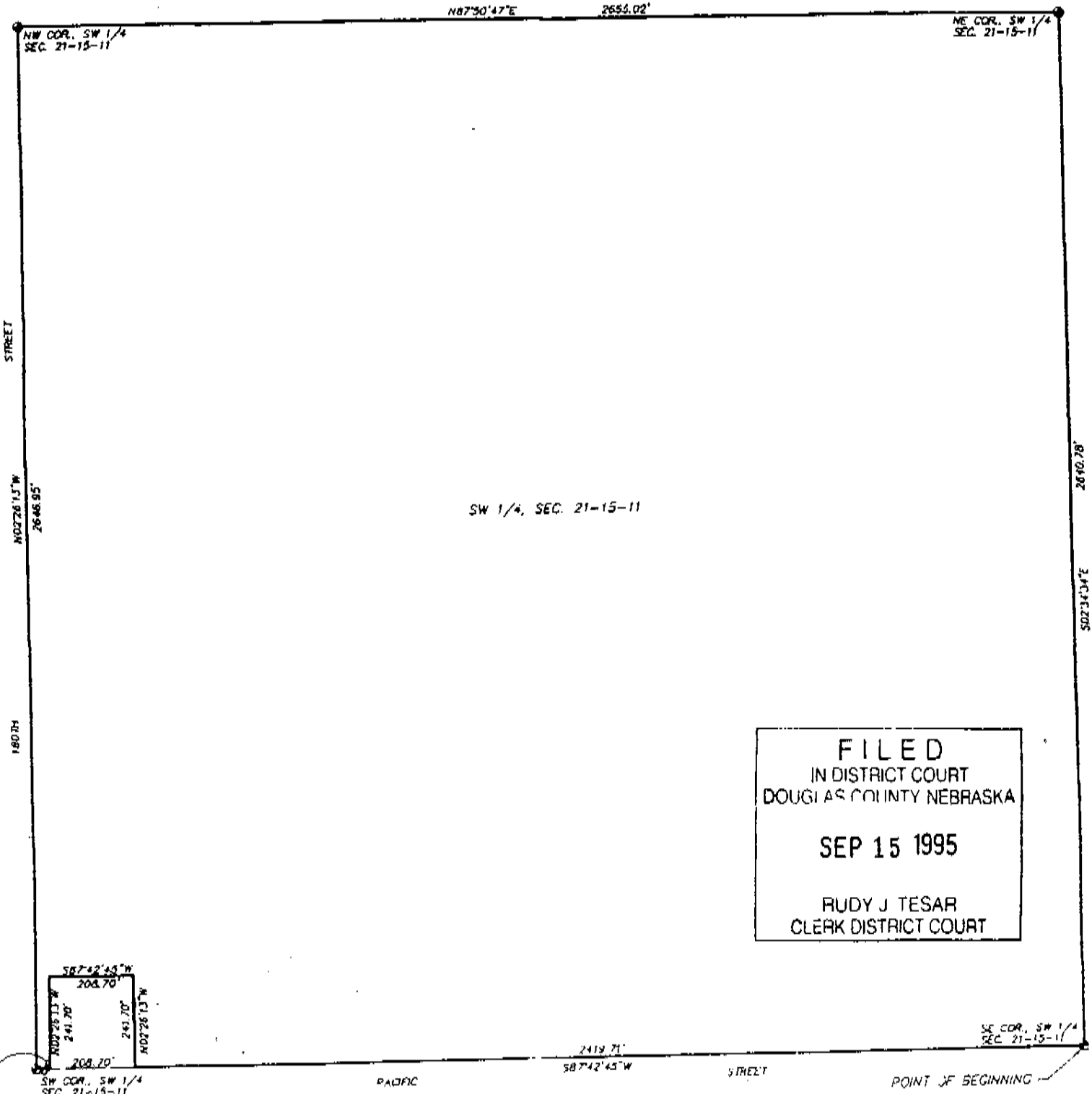
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DOC. 942 No 554

LEGAL DESCRIPTION-S.I.D. 398 BOUNDARY

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FILED
 IN DISTRICT COURT
 DOUGLAS COUNTY NEBRASKA
 SEP 15 1995
 RUDY J TESAR
 CLERK DISTRICT COURT



IN THE DISTRICT COURT OF DOUGLAS COUNTY, NEBRASKA

IN THE MATTER OF

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DOC. 942

NO. 554

SANITARY AND IMPROVEMENT DISTRICT
NO. 398 OF DOUGLAS COUNTY, NEBRASKA

DECREE

This matter having come on for hearing upon the Petition filed on behalf of all the owners having an interest in real property within the limits of proposed Sanitary and Improvement District No. 398 of Douglas County, Nebraska, the boundaries to which are more particularly described in Exhibit "A" thereto attached and by this reference herein incorporated, together with Articles of Association executed by all of such owners, as more particularly described in Exhibit "B" attached to the Petition and by this reference herein incorporated, the Court, being fully advised in the premises and having considered the evidence, finds generally that the allegations of the Petition are true and that the prayer thereof should be granted and finds specifically:

1. That all of the owners having an interest in real property within the limits of such district have duly authorized the execution of the Petition on their behalf and have duly executed and filed in the office of the Clerk of the Court Articles of Association as required by Section 31-727, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law; and that, there being no known or unknown owners of real property nor residents nor nonresidents of Nebraska who will be benefitted by the formation of such district and who have not joined in its organization and the execution of such Articles of Association, issuance and service of summons, notice, or other process may and should be dispensed with as unnecessary;

2. That the Court has personal jurisdiction of all of Petitioners in this matter and also jurisdiction of its subject matter pursuant to the provisions of Sections 31-727 through 31-780, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law;

3. That the formation and organization of such district is and will be conducive to the public convenience, health, and welfare of all of the present and future owners having an interest in real property within its limits and all residents or other occupants within its limits;

4. That no part of the real property within the limits of such district is located within the limits of any municipal corporation or used for industrial purposes; and

5. That the five persons designated in the Articles of Association as initial Trustees are owners of real property within the limits of such district, are otherwise proper and suitable persons to be so designated, and may and should be declared to constitute the Board of Trustees of such district to serve until their successors are elected and qualified.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED:

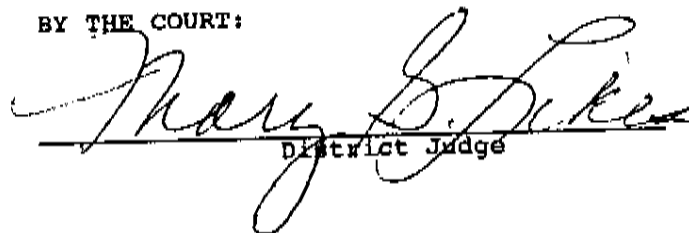
1. That the Sanitary and Improvement District No. 398 of Douglas County, Nebraska, having been duly formed and organized as provided by law, be, and it hereby is, declared to be a public corporation of Nebraska under the provisions of Sections 31-727 through 31-780, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and under the Articles of Association and with the real property within its limits as in this Decree above-described and to be entitled to exercise all of the powers, privileges, and rights thereto granted by law;

2. That DAVID F. LANOHA, PATRICIA A. LANOHA, PATRICIA SORENSEN, GENE H. KOBORG, and BRUCE KALCHIK, be, and they hereby are, approved, confirmed and declared to be and constitute the Board of Trustees of such district to serve until their successors are elected and qualified; and

3. That the Clerk of the Court be, and he hereby is, directed within twenty (20) days hereafter to transmit to the Secretary of State of Nebraska, for filing in the office thereof as provided by law, a certified copy of the record hereto relating and to provide, for filing in the office of the County Clerk of Douglas County, Nebraska, together with a plat of the real property within the limits of said district, an additional certified copy of said record.

DATED: September 15, 1995.

BY THE COURT:


District Judge

PREPARED AND SUBMITTED BY:

Dennis P. Hogan, III (#11876)
GAINES, MULLEN, PANSING & HOGAN
10050 Regency Circle, Suite 200
Omaha, NE 68114 (402) 397-5500
Attorneys for the Petitioners

STATE OF NEBRASKA,)
) ss.
COUNTY OF DOUGLAS)

I, RUDY J. TESAR, Clerk of the District Court, Fourth Judicial District of Nebraska, within and for said County, do hereby certify that the above and foregoing are true and correct copies of PETITION, ARTICLES OF ASSOCIATION, PLAT AND DECREE filed and entered of record and designated as Docket 942 Number 554,

in a cause in said Court entitled IN THE MATTER OF SANITARY AND IMPROVEMENT DISTRICT NO. 398 OF DOUGLAS COUNTY, NEBRASKA

as the same appears fully upon the records and in the files of said court now in my charge remaining as Clerk aforesaid.

IN TESTIMONY WHEREOF, I have hereunto set my hand officially and affixed the seal of said Court at Omaha, this 19th day of October A.D. 1995

RUDY J. TESAR Clerk

By *Robert J. Swatek* Deputy

942-554

NOTICE

TO: County Clerk of DOUGLAS County
City Clerk of OMAHA, NEBRASKA

Pursuant to Sec: 31-728 Nebraska Statutes, Notice is hereby given to inform you that a Petition has been filed on September 15, 19 95, for the formation of Sanitary and Improvement District # 398 in the Clerk of the District Court's Office of Douglas County, Nebraska.

This case has been designated as Docket 942 Number 554.

RUDY J. TESAR
CLERK OF THE DISTRICT COURT
DOUGLAS COUNTY, NEBRASKA

*Copies sent to
County Clerk &
City Clerk by
interoffice mail
9-18-95
pdy*

**From the
District Court of Douglas County
OMAHA, NEBRASKA**

TO: [Redacted] County Clerk
The City Clerk of Omaha, Douglas County, Nebraska

RECEIVED
THOMAS F. CAVAR
CLERK/COMPTROLLER
DOUGLAS COUNTY

1995 SEP 19 P 2:51

NOTICE

Please take notice that on September 15, 1995, a Petition was filed with the Douglas County District Court indexed as in the matter of Sanitary and Improvement District No. 398 of Douglas County, Nebraska, Doc. 942, Page 554, the purpose of which was the formation of a Sanitary and Improvement District in accordance with Sections 31-727 through 780, Reissue Rev. Stat. of Nebraska, 1943, and that a Decree in response to such Petition was entered in the Douglas County District Court under the date of September 15, 1995. Copies of the Petition, Articles of Association and Decree are attached hereto and incorporated herein by this reference.

SANITARY AND IMPROVEMENT DISTRICT
NO. 398 OF DOUGLAS COUNTY, NEBRASKA

By Patricia Sorensen
PATRICIA SORENSEN, Clerk

RECEIVED

TO: The County Clerk of Douglas County, Nebraska
~~The City Clerk of Omaha, Douglas County, Nebraska~~

95 SEP 19 PM 2:41

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CITY CLERK
OMAHA, NEBRASKA

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By Patricia Sorensen
PATRICIA SORENSEN, Clerk

STATE OF

NEBRASKA

**United States of America,
State of Nebraska**

} ss.



**Department of State
Lincoln, Nebraska**

I, Scott Moore, Secretary of State of the State of Nebraska do hereby certify;

Petition, Articles of Association, and Decree of

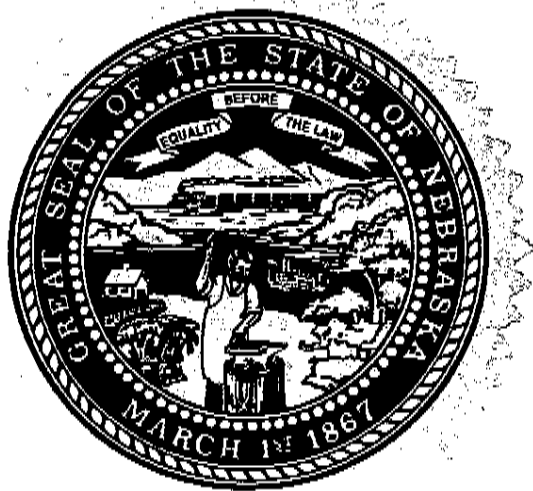
**SANITARY AND IMPROVEMENT DISTRICT NO. 398
OF DOUGLAS COUNTY, NEBRASKA**

were filed in this office on September 21, 1995.

**I further certify that said Sanitary and Improvement
District is in existence as of this date.**

In Testimony Whereof,

**I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on September 21
in the year of our Lord, one thousand
nine hundred and ninety-five.**



SECRETARY OF STATE