

**BYLAWS**  
**OF**  
**NORTHRIDGE HOMEOWNERS ASSOCIATION**

**Article I**  
**Plan of Ownership**

Section 1. Name and Location. The name of the corporation is NORTHRIDGE HOMEOWNERS ASSOCIATION (hereinafter referred to as the "Association"). The initial office of the Association shall be located at 21008 Cumberland Drive, Suite 110, Elkhorn, Nebraska 68022, but meetings of members and directors may be held at such places within Nebraska as may be designated by the Board of Directors.

Section 2. Application. All present and future owners, mortgagees, lessees and occupants of the Lots and their employees, and any other persons who may use the facilities of the Association in any manner are subject to these Bylaws and rules and regulations pertaining to the use and operation thereof. The acceptance of a deed or conveyance, or the execution of a lease, or the act of occupancy of any Lot in the Property shall constitute an acceptance of and agreement to comply with the provisions of these Bylaws.

**Article II**  
**Definitions**

Section 1. Association. "Association" shall mean and refer to NORTHRIDGE HOMEOWNERS ASSOCIATION, a Nebraska not for profit corporation, its successors and assigns.

Section 2. Common Area. "Common Area" shall mean only the Outlot as defined herein.

Section 3. ECR. "ECR" shall collectively mean and refer to the Easements, Covenants and Restrictions Agreement for Northridge Subdivision, dated May 6, 2014, and recorded with the Douglas County Register of Deeds on May 12, 2014, as Instrument No. 2014034793, Miscellaneous Records, as may be amended from time to time.

Section 4. Lot. "Lot" or "Lots" shall mean and refer only to each or all of the following Lots:

Lots 1 through 44, inclusive, and Outlots A and B, in Northridge, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

Section 5. Members. "Member" shall mean and refer to each Owner of a Lot.

Section 6. Outlot. "Outlot" shall mean and refer to the following outlot:

Section 7. Owner. "Owner" of a Lot shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to a Lot, but excluding however those 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). A purchaser of a Lot under a land contract or similar instrument shall be deemed to be the Owner of the Lot for purposes of these Bylaws.

Terms used herein with an initial capitalized letter which are not otherwise defined herein, shall have the meanings ascribed to them in the ECR.

Article III  
Board of Directors

Section 1. Initial Number and Qualification. The initial Board of Directors shall consist of those individuals designated in the Articles of Incorporation of the Association. Such Directors and their successors elected in accordance with Section 4 of this Article shall serve until the first annual meeting of the Members, or until their successors are duly elected and qualified.

Section 2. Number and Qualification After Annual Election. The Board of Directors shall be composed of not fewer than four (4) nor more than nine (9) directors, each of whom shall be a Member or an Owner, an officer or employee or agent of a corporate Owner, a partner of a partnership Owner, or a member or an owner or employee or agent of a member of a limited liability company Owner.

Section 3. Powers and Duties. The Board of Directors shall have the powers conferred upon not for profit corporations by the Nebraska Nonprofit Corporation Act, and all powers and duties necessary and appropriate to accomplish the Purposes and administer the affairs of the Association subject to the limitations described in the ECR. Subject to the restrictions in Section 5.4 of the ECR the powers and duties to be exercised by the Board of Directors, and upon authorization of the Board of Directors by the Officers, shall include but shall not be limited to, the following:

(a) The Association shall have the right, 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, repairing, improving and otherwise making available the Outlot.

(b) The Association shall perform the maintenance responsibilities pursuant to Section 4.3 of the ECR.

(c) The Association shall have the authority to adopt and amend reasonable and uniformly applicable rules and regulations to regulate the use of the Outlot by Permittees consistent with the provisions of Sections 4.2 and 5.2(g) of the ECR.

(d) The Association shall have the power and authority to fix, assess and collect the charges, dues and assessments contemplated in the ECR.

(e) The Association shall have all powers and authority necessary or appropriate to collect sums due to the Association, and to settle or compromise any claims or rights of the Association.

(f) The Association may expend funds of the Association to accomplish the purposes of the Association and to pay for insurance covering loss or damage to any improvements to the Common Area, and covering liability of the Association and its Members and Board of Directors resulting from the activities of the Association.

(g) The Association may grant temporary non-exclusive licenses or temporary non-exclusive easements over the Outlot; provided always that such licenses and easements are in the best interest of all Owners and are not granted to any property owners in the American Interstate Plaza subdivision except the Member Owners for the use and benefit of the Member Owners Lots.

(h) The Association may deposit, invest and reinvest funds of the Association in bank or savings and loan accounts, securities, money market funds, certificates of deposit or the like.

(i) The Association shall have and may exercise all powers conferred upon nonprofit corporations under the Nebraska Nonprofit Corporation Act, as necessary or appropriate to accomplish the purposes and administrate the affairs of the Association.

(j) The performance of such other duties and obligations delegated to the Association under the ECR.

Section 4. Election and Term of Office. Except for the initial Board of Directors designated in the Articles of Incorporation of the Association, Directors shall be elected at each annual meeting of the Members and shall serve until they are removed, they resign or their successors are elected.

Section 5. Removal of Board of Directors. At any regular or special meeting of Members, any one or more of the Directors may be removed with or without cause by two-thirds (2/3) of the Members entitled to vote and a successor may then and there or thereafter be elected to fill the vacancy thus created. Any member of the Board of Directors whose removal has been proposed by two-thirds (2/3) of the Members entitled to vote shall be given an opportunity to be heard at the meeting.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal by two-thirds (2/3) of the vote of the Members entitled to vote, shall be filled by a vote of a majority of the remaining Directors at a special meeting held for that purpose, even though the Directors present at such meeting may constitute less than a quorum. Each person so elected shall be a Director for the remainder of the term of the Director so removed and until a successor shall be elected at an annual meeting of the Members.

Section 7. Annual Meeting. The annual meeting of the Board of Directors shall be held within ten (10) days following the annual meeting of the Members, at such time and place as shall be fixed by the Members at the meeting. No notice shall be necessary to the newly elected Board of Directors in order legally to constitute such meeting, providing a majority of the whole Board of Directors, shall be present at such meeting.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least one such meeting shall be held during each calendar year commencing in 2014. Notice of regular meetings of the Board of Directors shall be given to each Director, by mail, at least three (3) business days prior to the day named for such meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President on three business days' notice to each Director, given by mail, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least fifty percent (50%) of the Directors then in office.

Section 10. Waiver of Notice and Consents in Lieu of Meetings. Any Director may, at any time, waive notice of any meeting of the Board of Directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all the Directors are present at any

meeting of the Board, no notice shall be required and any business may be transacted at such meeting. Business may be transacted and approved by the Board of Directors in the form of a written consent in lieu of a regular or special meeting provided all of the Directors shall have executed such written consent.

Section 11. Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called, may be transacted without further notice.

Section 12. Fidelity Bonds. The Board of Directors may obtain fidelity bonds for all officers, directors and employees of the Association handling or responsible for Association funds. The premiums for such bonds shall constitute a common expense.

Section 13. Compensation. No Director shall receive any compensation for acting as such; provided, however, the Directors may be reimbursed for any reasonable expenses incurred on behalf of the Association at the direction of the Board.

Section 14. Liability of the Board of Directors. The Directors shall not be liable to the Members for any mistake of judgment, or otherwise, except for their own individual willful misconduct. The Association shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse to the greatest extent permitted by law, all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Section shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaw of this Association, agreement, vote or consent of Members or disinterested Directors or otherwise. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Association.

#### Article IV Meetings and Voting Rights

Section 1. Annual Meetings. The annual meetings of the Members shall be held on the Third Tuesday in May of each year, beginning in 2015, unless such date shall occur on a holiday, in which event the meeting shall be held on the succeeding business day. The Members may transact such other business at such meetings as may properly come before them.

Section 2. Place of Meetings. Meetings of the Members shall be held at the principal office of the Association or at such other suitable place convenient to such Members as may be designated by the Board of Directors.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the Members. Additionally, it shall be the duty of the President to call a special meeting of the Members if so directed by resolution of the Board of Directors or upon a petition signed and presented to the Secretary by at least seventy-five percent (75%) of all Members entitled to vote. Special meetings of the Members may not otherwise be called. The notice of any special meeting shall state the time, place, and purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. The Secretary shall mail or personally deliver, at least ten (10) but not more than sixty (60) days prior to such meeting, stating the purpose thereof as well as the time and place where it is to be held, to each Member of record a notice of each annual or special meeting of the Members at the address of the Lot or at such other address as such Members shall have designated by notice in writing to the Secretary. The mailing of a notice of meeting in the manner provided in this Section shall be considered service of notice.

Section 5. Adjournment of Meetings. If any meeting of Members cannot be held because a quorum has not attended, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 6. Order of Business. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting;
- (d) Reports of officers;
- (e) Report of Board of Directors;
- (f) Election of members of the Board of Directors (when so required);
- (g) Unfinished business; and
- (h) New business.

Section 7. Voting. The Property is divided into the Lots which may, from time to time, be subdivided as provided in the ECR. The Owner of each Lot or subdivided lot (a "Sublot") shall be a Member of the Association, and shall be entitled to vote the number of votes associated with such Lot or Sublot as provided in the ECR. The Members, or some person designated by such Member or Members to act as proxy on his or their behalf and who need not be an Owner, shall be entitled to cast the vote(s) appurtenant to a Lot, if any, at all meetings of Members. The designation of any such proxy shall be made in writing to the Secretary and shall be revocable at any time by written notice to the Secretary by the Member or Members so designating. A fiduciary shall be the voting member with respect to any Lot owned in a fiduciary capacity. No vote may be cast on behalf of any Lot unless all dues, charges or assessments of the Association have been paid current to the date of any election or to the time of casting such vote. Further, in the event of the lack of an agreement among common owners of a Lot as to voting rights, the current payor of Association dues or charges shall be preferred with the ultimate decision of voting rights for such Lot to be made by the Association's Board of Directors.

Section 8. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of Members holding at least sixty-five percent (65%) of the votes entitled to be cast shall constitute a quorum at all meetings of the Members.

Section 9. Majority Vote. The vote of a majority of Member votes at a meeting at which a quorum shall be present shall be binding upon all Members for all purposes except where a higher percentage vote is required by law, by these Bylaws or by the ECR.

Section 10. Registration of Owner. Excepting Members Sweetbriar II, LLC and Alegent Creighton Health who have already provided this information, it shall be the duty of each Member to register with the Secretary of the Association in writing: (i) the name and address of such Member; (ii) the nature and satisfactory evidence of such Members interest or estate in a Lot; and (iii) the address at which such Member desires to receive notice of any duly called meeting of the Members. If a Member does not register as provided in this Article IV, Section 10, the Association after first giving ten (10) days written notice to the Member at its last known address of these requirements to provide information, shall be under no duty to recognize the rights of such Member hereunder, and shall not recognize such Members right to vote as provided herein, but such failure to register shall not relieve a Member of any obligation, covenant or restriction under the ECR or these Bylaws.

#### Article V Officers

Section 1. Designation. The principal officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer, an Assistant Secretary, and such other officers as in its judgment may be necessary. The President and Treasurer must be members of the Board of Directors and any one person may hold more than one office except the office of both President and Secretary.

Section 2. Election of Officers. Officers shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Section 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Members and of the Board of Directors. He or she shall have all of the general powers and duties which are normally incident to the office of president of a corporation organized under the law of the State of Nebraska, including but not limited to the power of appointment from among the Members of any committee which he decides is appropriate to assist in the conduct of the affairs of the Association.

Section 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors or by the President.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors; he or she shall have charge of such books and papers as the Board may direct; and he or she shall, in general, perform all the duties normally incident to the office of secretary of a corporation organized under the laws of the State of Nebraska.

Section 7. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial statements. He or she shall be responsible for the deposit of all moneys and other valuable effects in the name of the Board of Directors, or the managing agent, in such depositories as may from time to time be designated by the Board of Directors, and he or she shall, in general, perform all duties normally incident to the office of treasurer of a corporation organized under the law of the State of Nebraska.

Section 8. Agreement, Contracts, Deeds, Checks, Etc. All agreements, contracts, deeds, leases, mortgages, checks, and other instruments of the Association shall be executed by the President or by any two of the other officers of the Association.

Section 9. Compensation of Officers. No officer of the Association shall receive any compensation for acting as such.

#### Article VI Operation of the Common Areas

Section 1. Determination of Dues and Assessments. The Board of Directors shall from time to time, and at least annually, prepare a budget for the Association and establish the amount of dues and assessments. The amount of the dues and assessments and the expenditure of funds by the Association shall be governed by applicable provisions of the ECR. The Board shall advise each Owner in writing of the amount of dues and assessments payable by him, and shall furnish copies of each budget on which such dues and assessments are based to all Owners and to their mortgagees who request a copy in writing.

Section 2. Abatement and Enjoining of Violations. The violation of any rule or regulation adopted by the Board of Directors, or the breach of any Bylaw contained herein shall give the Board of Directors the right, in addition to any other rights set forth in these Bylaws:

- (a) To suspend the voting rights of the Member who is the Owner of the Lot in question; and/or
- (b) To suspend the right of the Member who is the Owner of the Lot in question to use the Common Area; and/or
- (c) To take such actions as are deemed appropriate by the Board of Directors, including enjoining, abating, or election to remedy such thing or condition by appropriate legal proceedings.

Section 3. Maintenance and Repair. All maintenance, repairs, and replacements to the Common Area (unless necessitated by the negligence, misuse, or neglect of an Owner, in which case such expense shall be charged to such Owner), shall be made by the Association and be charged to all the Owners as provided in the ECR.

Article VII  
Mortgages

Section 1. Notice of Unpaid Dues or Assessments. The Board of Directors, whenever so requested in writing by a mortgagee of a Lot, shall promptly report any then unpaid dues or assessments, or other default by the Owner of the mortgaged Lot.

Section 2. Notice of Default. The Board of Directors, when giving notice to an Owner of a default in paying dues or assessments or other default, shall send a copy of such notice to each holder of a mortgage covering such Lot whose name and address has been furnished to the Board.

Section 3. Examination of Books. Each Owner and each mortgagee of a Lot shall be permitted at their sole cost and expense to examine the books of account of the Association at reasonable times, on business days, but not more often than once a month.

Article VIII  
Records

Section 1. Records and Audits. The Board of Directors shall keep reasonably detailed records of the actions of the Board, minutes of the meetings of the Board of Directors, minutes of the meetings of the Members, and financial records and books of account of the Association, including a chronological listing of receipts and expenditures, as well as a separate account for each Lot which, among other things, shall contain the amount of dues and assessments against such Lot, the date when due, the amounts paid thereon, and the balance remaining unpaid. A written report summarizing all receipts and expenditures of the Association shall be rendered by the Board of Directors to all Members at least annually.

Article IX  
Miscellaneous

Section 1. Notices. All notices to the Board of Directors shall be sent by certified mail, receipt requested or registered mail, in care of the President, or to such other address as the Board may hereafter designate from time to time. All notices to any Owner or Member shall be sent by U.S. regular mail. All notices to mortgagees of Lots, shall be sent by regular U.S. mail to their respective addresses, as designated by them from time to time, in writing to the Board. All notices shall be deemed to have been given when mailed, except notices of change of address which shall be deemed to have been given when received.

Section 2. Invalidity. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity or enforceability of the remaining provisions.

Section 3. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws, or the intent of any provision thereof.

Section 4. Gender. The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.



Section 5. Waiver. No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

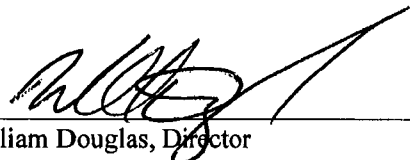
Section 6. Payment of Assessments. No Owner shall be permitted to convey, mortgage, pledge, hypothecate, sell, or lease his or her Lot unless and until he or she shall have paid in full to the Board all unpaid dues and assessments theretofore assessed by the Board against his or her Lot and unless and until he or she shall have satisfied all unpaid liens against such Lot, except permitted mortgages.

Article X  
Amendments to Bylaws

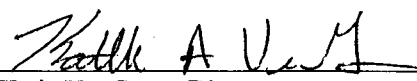
Section 1. Amendments to Bylaws. Except as otherwise provided, these Bylaws may be modified or amended by Members holding at least seventy-five percent (75%) of the Member votes as provided in the ECR at any annual, regular or special meeting, provided, an amendment may not be made that is in conflict with any of the terms and provisions of the ECR unless a corresponding amendment is made to the ECR as permitted by the ECR.

Section 2. Conflicting Provisions. In the case of any conflict between any provisions of these Bylaws and the ECR, the conflicting provisions of the ECR shall control in all events.

DATED effective as of the 3rd day of June, 2014.

  
\_\_\_\_\_  
William Douglas, Director

  
\_\_\_\_\_  
Mike Shotkoski, Director

  
\_\_\_\_\_  
Katie VanGeem, Director

**CONSENT IN LIEU OF SPECIAL MEETING  
OF  
BOARD OF DIRECTORS  
OF  
NORTHRIDGE HOMEOWNERS ASSOCIATION**

The undersigned, being all of the Directors of Northridge Homeowners Association, a Nebraska not-for-profit corporation (the "Corporation"), do hereby consent, pursuant to the Nebraska Nonprofit Corporation Act, to the adoption of and do hereby adopt the following resolutions and declare them to be in full force and effect as if adopted at a regularly or specially held meeting of the Directors of the Corporation:

WHEREAS, William Douglas and Michael Shotkoski have tendered their resignations as Directors and officers of the Corporation.

WHEREAS, Gerald L. Torczon, Jeffery S. Torczon and Doris J. Nicholson have agreed to act as Directors and officers of the Corporation.

RESOLVED, that the undersigned Directors, prior to the acceptance of their respective resignations, hereby nominate and unanimously elect Gerald L. Torczon, Jeffery S. Torczon and Doris J. Nicholson as Directors of the Corporation.

FURTHER RESOLVED, that the Board of Directors hereby accepts the resignations of William Douglas and Michael Shotkoski.

FURTHER RESOLVED, that the following persons be, and each of them is, appointed to hold the offices set forth opposite their respective names, each to hold office until their successors have been elected:

<u>Name</u>	<u>Office</u>
Gerald L. Torczon	President
Jeffery S. Torczon	Vice President
Doris J. Nicholson	Secretary and Treasurer

Dated effective as of the 1<sup>st</sup> day of March, 2016.

**DIRECTORS:**

  
\_\_\_\_\_  
WILLIAM DOUGLAS

  
\_\_\_\_\_  
MICHAEL SHOTKOSKI

**RESIGNATION**

The undersigned hereby resigns as Vice President, Secretary and Director of NORTHBRIDGE HOMEOWNERS ASSOCIATION, a Nebraska nonprofit corporation, effective as of March 1, 2016.


Dated effective as of the 1<sup>st</sup> day of March, 2016.

  
\_\_\_\_\_  
MICHAEL SHOTKOSKI

**RESIGNATION**

The undersigned hereby resigns as President, Treasurer and Director of NORTHTRIDGE HOMEOWNERS ASSOCIATION, a Nebraska nonprofit corporation, effective as of March 1, 2016.

Dated effective as of the 1<sup>st</sup> day of March, 2016.

  
WILLIAM DOUGLAS

**ARTICLES OF INCORPORATION  
OF  
NORTHRIDGE 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 Northridge Homeowners Association, hereinafter referred to as the "Association."

**ARTICLE II.  
Designation**

The Association is a mutual benefit corporation.

**ARTICLE III.  
Duration**

The duration of the Association shall be perpetual.

**ARTICLE IV.  
Purposes of the Association**

The purpose of the Association shall be to act as the Association under the Easements, Covenants, Conditions and Restrictions Agreement dated May 6, 2014, and recorded with the Douglas County, Nebraska, Register of Deeds on May 12, 2014, as Instrument No. 2014034793, as may be amended from time to time (herein the "ECR"), for the benefit of and concerning only Lots 1 through 44, inclusive, and Outlots A and B, in Northridge, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (herein the "Property").

**ARTICLE V.**  
**Membership and Voting**

The Association shall have members. The Property is divided into the forty-four (44) lots identified in Article IV (excluding the outlots) herein referred to individually as a "Lot" and collectively as the "Lots". The Owner of each Lot shall be a Member of the Association, and shall be entitled to vote the number of votes as provided in the ECR. The Owner of Outlots A and B shall have no voting rights. For this purpose, the Owner of a Lot shall mean and refer to the party or parties owning fee title to the Lot according to the records of the Office of the Register of Deeds of Douglas County, Nebraska.

**ARTICLE VI.**  
**Powers and Conflict with ECR**

The Association shall have all of the powers conferred upon not-for-profit corporations under the Nebraska Nonprofit Corporation Act subject to the limitations described in the ECR. The Association shall have the powers and authority described in the ECR, as amended from time to time, including the power to fix, charge and collect charges, dues and assessments to members of the Association. No part of the net earnings of the Association shall inure to the benefit of any private member, trustee, director, or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above. The Association is irrevocably dedicated to operate exclusively for the purposes stated in Article IV above, and upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner as shall at that time qualify under the Internal Revenue Code, as amended, and on the terms and in the manner as the Board of Directors shall determine at that time. In the case of any conflict between any provisions of these Articles of Incorporation and the ECR, the conflicting provisions of the ECR shall control in all events.

**ARTICLE VII.**  
**Registered Agent**

The initial registered office of the Association is located at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114, and the initial registered agent at such address is James D. Buser.

**ARTICLE VIII.**  
**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:

William Douglas  
Malibu Holdings, LLC  
21008 Cumberland Drive, Suite 110  
Elkhorn, Nebraska 68022

Mike Shotkoski  
Malibu Holdings, LLC  
21008 Cumberland Drive, Suite 110  
Elkhorn, Nebraska 68022

Katie VanGeem  
Malibu Holdings, LLC  
21008 Cumberland Drive, Suite 110  
Elkhorn, Nebraska 68022

The directors shall be elected by the Members as provided in the Bylaws. At the annual meeting, every Member shall be entitled to vote the number of the Member votes, for as many persons as there are directors to be elected, or to cumulate the Member votes and give one candidate as many votes as the number of directors, multiplied times the Member votes shall equal, or to distribute them upon the same principal among as many candidates as the Member shall think fit, and the directors shall not be elected in any other manner.

#### ARTICLE IX. Incorporators

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

William Douglas  
Malibu Holdings, LLC  
21008 Cumberland Drive, Suite 110  
Elkhorn, Nebraska 68022

Mike Shotkoski  
Malibu Holdings, LLC  
21008 Cumberland Drive, Suite 110  
Elkhorn, Nebraska 68022

ARTICLE X.  
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, these Articles of Incorporation, or the ECR, which Bylaws shall set forth the authority to amend, alter, or revoke all or any part of the Bylaws, provided however, that no such alteration, amendment or revocation shall be in conflict with the terms and provisions of the ECR.

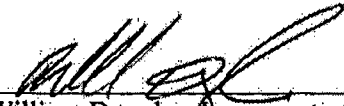
ARTICLE XI.  
Indemnification

The Association 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 XIII.  
Amendment

Seventy-five percent (75%) of the Member votes of the Association shall have the authority to, from time to time, alter, amend, revoke all or any part of these Articles of Incorporation, provided however, that no such alteration, amendment or revocation shall be in conflict with the terms and provisions of the ECR.

DATED effective May 29<sup>th</sup>, 2014.

  
\_\_\_\_\_  
William Douglas, Incorporator and Director

  
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Mike Shotkoski, Incorporator and Director

  
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Katie VanGeem, Director