

ARTICLES OF INCORPORATION OF  
VILLAS OF ASPEN CREEK TOWNHOME ASSOCIATION

In compliance with the requirements of the Nebraska Nonprofit Corporation Act, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I  
Name

The name of the corporation is Villas of Aspen Creek Townhome Association, hereafter called the "Association".

ARTICLE II  
Mutual Benefit Corporation

The Association is a mutual benefit corporation.

ARTICLE III  
Principal Office

The principal office of the Association is located at 11205 South 150<sup>th</sup> Street, Suite 100, Omaha, Nebraska 68138.

ARTICLE IV  
Registered Agent and Office

Gerald Torczon, is hereby appointed the initial registered agent of this Association and the registered office of the Association is located at 11205 South 150<sup>th</sup> Street, Suite 100, Omaha, Nebraska 68138.

ARTICLE V  
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profits to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots within that certain tract of property described as:

Lots Two Hundred Eighteen (218) through Two Hundred Forty-One (241), inclusive, in Aspen Creek, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska,

And to promote the health, safety and welfare of the residents within the above-described property and of the homes situated on the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Covenants, Conditions and Restrictions of Aspen Creek, as the same may be amended from time to time, hereinafter collectively called the "Declaration," applicable to the property and recorded or to be recorded in the Offices of the Register of Deeds of Sarpy County, Nebraska and as the same may be amended from time to time as therein provided, said Declaration being incorporated as if set forth in length;

b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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;

c. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

d. Borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members of the Association;

f. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Nebraska by law may now or hereafter have or exercise.

## ARTICLE VI Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VII Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant or its affiliated entities including Pine Crest Homes, LLC or its assigns, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant or its affiliated entities including Pine Crest Homes, LLC or its assigns (as defined in the Declaration), and shall be entitled to four (4) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

ARTICLE VIII  
Board of Directors

The affairs of the Association shall be managed by a Board of three (3) Directors, who need not be members of the Association or be Owners. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Gerald Torczon	11205 South 150 <sup>th</sup> Street, Suite 100, Omaha, Nebraska 68138
Doris Nicholson	11205 South 150 <sup>th</sup> Street, Suite 100, Omaha, Nebraska 68138
Mary Jayne Throener	11205 South 150 <sup>th</sup> Street, Suite 100, Omaha, Nebraska 68138

At the first annual meeting of the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE IX  
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. 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 agency 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X  
Duration

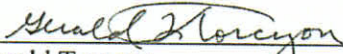
The corporation shall exist perpetually.

ARTICLE XI  
Amendments

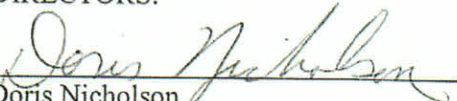
Amendment of these Articles shall require the assent of a majority of the entire membership.

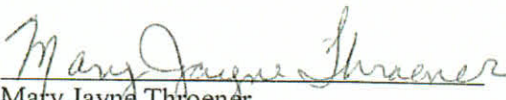
IN WITNESS WHEREOF, for the purposes of forming of the corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this \_\_\_ day of February 2017.

INCORPORATOR AND DIRECTOR:

  
\_\_\_\_\_  
Gerald Torczon  
11205 South 150<sup>th</sup> Street, Suite 100  
Omaha, NE 68138

DIRECTORS:

  
\_\_\_\_\_  
Doris Nicholson  
11205 South 150<sup>th</sup> Street, Suite 100  
Omaha, NE 68138

  
\_\_\_\_\_  
Maty Jayne Throener  
11205 South 150<sup>th</sup> Street, Suite 100  
Omaha, NE 68138

NOTICE & AGENDA OF ANNUAL MEETING  
OF ASPEN CREEK HOMEOWNERS ASSOCIATION

Notice is hereby given that the annual meeting of the Members of Aspen Creek Homeowners Association will be held at 6:00 p.m. on March 1, 2017 at Gretna City Hall, 204 N. McKenna Avenue, Gretna, Nebraska 68028

Gerald L. Torczon  
President

AGENDA

1. Open meeting and roll call
2. Proof of Notice of Meeting
3. Reading Minutes of Preceding Meeting (None – this will be 1<sup>st</sup> meeting)
4. Reports of Officers
5. Report of Board of Directors
6. Election of Members to the Board of Directors
7. Unfinished Business
8. New Business