

**ARTICLES OF INCORPORATION
OF
YANKEE RIDGE TOWNHOME ASSOCIATION**

We, the undersigned, being persons of the age of twenty-one years or more, pursuant to the Nebraska Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be: Yankee Ridge Townhome Association hereafter called the "Association." This Association is a mutual benefit corporation.

ARTICLE II

Duration

The period of duration of this Association shall be perpetual.

ARTICLE III

Organization and Purpose

The purpose of the Association is to promote the health, safety, recreation, welfare and enjoyment of the residents of the Townhome Property, legally described in the Declaration of Covenants, Conditions, Restrictions and Easements for Yankee Ridge Townhomes recorded with the Lancaster County Register of Deeds office as Instrument No. 2007053171, as the same may be amended from time to time as therein provided (the "Declaration"), said Declaration being incorporated as if fully set forth herein. Capitalized terms not otherwise defined herein are defined in the Declaration.

ARTICLE IV

Corporate Operating Requirements

A. No part of the net earnings of the Association shall inure to the benefit of any director, officer or Member of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no director or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

B. Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to any nonprofit association, association, trust, or other organization to be devoted to purposes similar to those for which this Association was created.

ARTICLE V

Powers

The Association shall have the powers conferred upon nonprofit 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. 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 acquisition, construction, improvement, development, maintenance, operation, repair, upkeep, replacement and administration of the Common Area and the enforcement of the rules and regulations relating to the Common Area.

(b) The fixing, levying, collecting, abatement, and enforcement of all charges, dues, or assessments made pursuant to the terms of this Declaration.

(c) The expenditure, commitment and payment of Association funds to accomplish the purposes of the Association including, but not limited to, payment for purchase of insurance covering the Common Area against property damage and casualty, and purchase of liability insurance coverages for the Association, the Board of Directors of the Association and the Members.

(d) The exercise of all of the powers and privileges, and the performance of all of the duties and obligations of the Association as set forth in this Declaration, as the same may be amended from time to time.

(e) The acquisition by purchase or otherwise, holding, or disposition of any right, title or interest in real or personal property, wherever located, in connection with the affairs of the Association.

(f) The deposit, investment and reinvestment of Association funds in bank accounts, securities, money market funds or accounts, mutual funds, pooled funds, certificates of deposit or the like.

(g) The employment of professionals and consultants to advise and assist the Officers and Board of Directors of the Association in the performance of their duties and responsibilities for the Association.

(h) General administration and management of the Association, and execution of such documents and doing the performance of such acts as may be necessary or appropriate to accomplish such administration or management.

(i) The doing and performing of such acts, and the execution of such instruments and documents, as may be necessary or appropriate to accomplish the purposes of the Association.

ARTICLE VI
Registered Office and Agent

The street address of the Association's initial registered office is 7211 South 27th Street, Lincoln, Nebraska, 68512. The registered agent at such address is Jeff Johnson, whose address is identical to that of the registered office.

ARTICLE VII
Board of Directors

The number of directors constituting the initial Board of Directors of the Association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Street Address</u>
Craig Bauer	5824 Rolling Hills Boulevard Lincoln, NE 68521
Tom Ruud	1821 South 33 rd Street Lincoln, NE 68506
Jeff Johnson	7211 South 27 th Street Lincoln, NE 68512

The number, qualifications and term of office of directors may be changed from time to time as provided in the Bylaws.

ARTICLE VIII
Membership

Every person or entity who becomes a record titleholder of a fee interest in any Lot which is subject to the terms of the Declaration shall be a Member of the Association, including contract buyers. However, any person or entity who holds an interest merely as security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the terms of the Declaration.

ARTICLE IX
Voting Rights

The Association shall have two classes of membership: Class A membership shall include all Members of the Association except the Declarant and Class B membership shall include the Declarant. All Class A Members, whether one or more persons and entities, shall be entitled to one (1) vote per Lot on each matter properly coming before the Members of the Association. Class B Members shall be entitled to twenty-five (25) votes per Lot for each matter coming before the Members of the Association.

ARTICLE X
Amendments

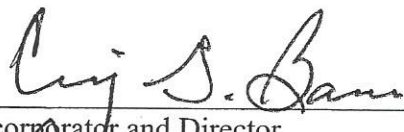
Amendment of these Articles shall require a vote of the holders of two-thirds of the cumulative total of voting rights.

ARTICLE XI
Incorporators

The names and street addresses of each incorporator are:

<u>Name</u>	<u>Street Address</u>
Craig Bauer	5824 Rolling Hills Boulevard Lincoln, NE 68521
Tom Ruud	1821 South 33 rd Street Lincoln, NE 68506
Jeff Johnson	7211 South 27 th Street Lincoln, NE 68512

Dated: Nov 21, 2007.



Incorporator and Director



Incorporator and Director



Incorporator and Director