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ARTICLES OF INCORPORATION

OLD CHENEY PLACE NEIGHBORHOOD OWNERS ASSOCIATION Allen J. Baermsand
Secretary of State

By Am
\$32.00 pd.

ARTICLE I
Name

The name of this corporation shall be OLD CHENEY PLACE NEIGHBORHOOD OWNERS ASSOCIATION, INC.

ARTICLE II
Period of Corporate Existence

The existence of this corporation shall commence upon the recording in the office of the County Clerk of Lancaster County, Nebraska, a copy of these Articles, duly certified by the Secretary of State, as provided by law; and the existence of the corporation shall be perpetual unless dissolved in accordance with the laws of the State of Nebraska.

ARTICLE III
Registered Office and Registered Agent

The street address of the registered office of the corporation is 301 South 13th Street, Suite 400, Lincoln, Nebraska, and the name of the registered agent is Charles D. Humble. The principal place of incorporation and the corporation's office shall be in Lincoln, Nebraska.

ARTICLE IV
Purposes of Corporation

(a) The purposes for which this corporation is organized are exclusively charitable or educational, as described in Section 501(c)(3) of the Internal Revenue Code. These purposes include but are not limited to: implementing, maintaining, and enforcing the Declaration of Covenants, Conditions and Restrictions of real property located in Old Cheney Place First Addition, the City of Lincoln, Nebraska; the promotion of facilities and services to meet the needs of the residents of the neighborhood; the improvement of the physical appearance of the neighborhood; the opportunity for neighbors to meet and learn each other's needs; the preservation of the residential character of the neighborhood; the analysis of the advantages and problems of living in the neighborhood as a means of aiding in the determination of needs and priorities with regard to community development, and the education of residents on subjects useful to the individual and beneficial to the community.

(b) To solicit and receive contributions, gifts, grants, devises or bequests of real or personal property or both from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations and to maintain, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious,

charitable, scientific, literary or educational purposes either directly or by contribution; provided, however, that no part of such income or principal shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which involve carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) To construct, own, lease, manage, operate, provide and maintain any facilities, programs, goods and services (management or otherwise), and related activities, in furtherance of the aforementioned charitable projects and purposes.

ARTICLE V Powers

This Corporation shall have and may exercise all powers and rights conferred upon corporations organized and existing under the Nebraska Nonprofit Corporation Act and any additional powers and rights conferred upon such Corporation by subsequent legislative acts, subject only to the provisions of Sections (a) and (d) of this Article V.

(a) The corporation shall have no capital stock, and shall be composed of members rather than shareholders. The activities of the corporation shall be financed by membership fees, donations and contributions which may be made to and received by the corporation. The conditions and regulations of members and the rights or other privileges of the members, if any, shall be determined and fixed by the Bylaws of the corporation.

(b) The corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit or be distributable to any member, director, officer, trustee, or other private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. The balance, if any, of all money received by the corporation from its operations after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature shall, in the event of dissolution or final liquidation, be distributed to any non-profit organization (qualifying for Federal Income Tax Section 501(c)(3) status) as may be selected by a democratic vote of the Board of Directors as defined in the Bylaws.

(c) The private property of the members of this corporation shall not be liable for its corporate debts.

(d) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise

attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or under the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VI
Board of Directors

The affairs of the corporation shall be conducted by a Board of Directors which shall have and shall exercise all the powers of the corporation. The number of Directors which shall constitute the Board of Directors shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three. The manner of election or appointment of Directors, their term of office and their qualifications shall be as stated in the Bylaws.

ARTICLE VII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors under the Nebraska Nonprofit Corporation Act is five, and the names and street addresses of the persons who are to serve as such Directors are:

Harvey J. Anderson
1340 "F" St., #205
Lincoln, NE 68508

Mark F. Day
2905 Drawbridge Ct.
Lincoln, NE 68516

Timothy J. Braun
11506 Nicholas, Suite 200
Omaha, NE 68154

James M. Thorburn
11506 Nicholas, Suite 200
Omaha, NE 68154

Donald F. Day
11506 Nicholas, Suite 200
Omaha, NE 68154

ARTICLE VIII
Officers

The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be appointed by the Board of Directors, who shall be chosen by

the Board of Directors in such manner as may be provided from time to time in the Bylaws. The terms of office and the manner and reason for the removal of such officers shall also be provided in the Bylaws. The offices of Secretary and Treasurer may be combined.

ARTICLE IX
Bylaws

The initial Bylaws of the corporation shall be adopted by the members. Thereafter, Bylaws, unless otherwise provided under the Nebraska Nonprofit Corporation Act, may be adopted, amended or repealed either by the members or by the Board of Directors at any regular or special meeting.

ARTICLE X
Amendments


These Articles may be amended by a vote of two-thirds majority at the corporation's Annual Meeting or at a special meeting called for this purpose as defined in the Bylaws.

ARTICLE XI
Names and Addresses of Incorporators

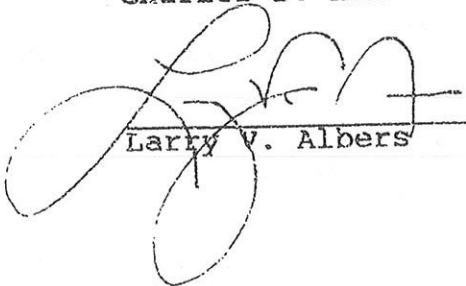
Charles D. Humble
400 Cornhusker Plaza
301 South 13th Street
Lincoln, Nebraska 68508

Larry V. Albers
400 Cornhusker Plaza
301 South 13th Street
Lincoln, Nebraska 68508

We, the undersigned, being the incorporators for the purpose of forming a corporation under the Nebraska Nonprofit Corporation Act, do hereby adopt and sign these Articles of Incorporation this 18 day of January, 1989.



Charles D. Humble



Larry V. Albers