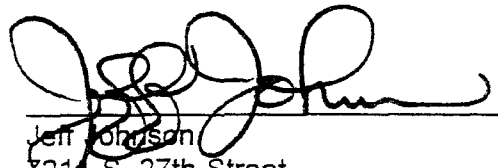


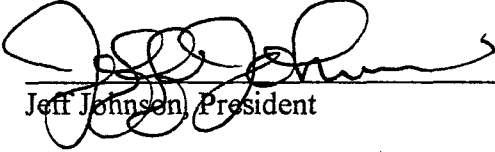
ARTICLES OF INCORPORATION  
OF  
GRANGER O'SHEA HOMEOWNERS ASSOCIATION


1. The name of the Corporation shall be Granger O'Shea Homeowners Association.
2. The period of duration of the Corporation shall be perpetual.
3. The purposes for which the Corporation is organized are to own and maintain the commons within Pine Lakes Heights 17th Addition, Lancaster County, Nebraska, to establish and collect assessments for maintenance and other costs provided to be assessed by the Restrictive Covenants, and to enforce the provisions of the Restrictive Covenants.
4. The Corporation is a mutual benefit corporation.
5. Every person or entity who becomes a titleholder of a fee or an undivided fee interest in any lot or living unit within the properties shall be a member of the Corporation. However, any person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.
6. Upon dissolution of the Corporation, the assets of the Corporation shall be dedicated to an appropriate public entity in furtherance of the purposes of the Corporation, as nearly as may be practicable. In the event that such dedication is not accepted, the assets of the Corporation may be conveyed to a nonprofit entity in furtherance of the purposes of the Corporation, as nearly as may be practicable. The assets of the Corporation shall not be distributed to any member of the Corporation. No disposition of the assets of the Corporation shall be effective to impair the rights of any member which are governed by the Restrictive Covenants.
7. The street address of the initial registered office of the Corporation shall be 530 S. 13th Street, Suite B, Lincoln, Nebraska 68508, and the initial registered agent of the Corporation at such address shall be Trustis, Inc.
8. These Articles may be amended in accordance with the laws of this state. However, no amendment shall be effective to impair the rights of any member which are governed by the Restrictive Covenants.
9. The name and street address of the incorporator is as follows:

  
\_\_\_\_\_  
Jeff Johnson  
7211 S. 27th Street  
Lincoln, NE 6812

ARTICLES OF AMENDMENT

1. Name of Corporation: Granger O'Shea Homeowners Association.
2. Amendment: Change of corporate name from Granger O'Shea Homeowners Association to Grainger O'Shea Homeowners Association.
3. Date of adoption of the amendment: March 21, 2000.
4. The amendment has been approved by all of the directors of the corporation. Approval of the members was not required as the Amendment simply corrects a scrivener error.

  
\_\_\_\_\_  
Jeff Johnson, President

  
\_\_\_\_\_  
Thomas G. Schleich, Secretary

F 3/24