

ARTICLES OF INCORPORATION
OF
FARMINGTON WOODS
HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 21, Article 19, Reissue Revised Statutes of Nebraska, 1997, as amended, the undersigned, a resident of the State of Nebraska, of lawful age, for the purpose of forming a corporation not for profit, does hereby certify:

ARTICLE I

The name of the corporation is Farmington Woods Homeowners Association, Inc., hereafter called "the Association". This corporation is a public benefit corporation.

ARTICLE II

The principal office of the Association is located at 7171 Mercy Road, Suite 650, Omaha, Nebraska.

ARTICLE III

Larry R. Forman, whose address is 7171 Mercy Road, Suite 650, Omaha, Nebraska is hereby appointed the initial registered agent of the Association.

ARTICLE IV

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to the members thereof and is established for the purposes of:

- A. Enforcing the restrictions and covenants contained in Article I of that certain Declaration of Covenants, Conditions, Restrictions and Easements for Farmington Woods dated December 19, 1994 and filed in the Office of the Register of Deeds of Douglas County, Nebraska on December 21, 1994 at Book 1136, Page 439 in the Miscellaneous Records ("the Declaration") with respect to the following described real property:

Lots 1 through 42 both inclusive and Lots 62 through 129 both inclusive in Farmington Woods, a subdivision as surveyed, platted and recorded in Douglas

County, Nebraska and Lots 1 through 26 both inclusive in Farmington Woods Replat, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska,

all in accordance with the provisions of Article I of said Declaration; and

- B. Maintaining, repairing and replacing the Farmington Woods Subdivision perimeter fencing, landscaping and lighting and the entryway island landscaping, fencing, lighting and signage, all in accordance with the provisions of Article IV of said Declaration and, for the accomplishment of these purposes, to:
- (1) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration;
 - (2) fix, levy, collect and enforce the payment of all assessments pursuant to the terms of the Declaration;
 - (3) pay all expenses in connection with the conduct of the business of the Association;
 - (4) acquire, own, hold, improve, maintain, operate and sell or otherwise dispose of real or personal property in connection with the affairs of the Association;
 - (5) borrow money and mortgage or pledge its assets as security for the repayment of any money so borrowed; and
 - (6) have and exercise any all 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 V Membership

Every person who or entity which is a record owner of a fee or undivided fee interest in any lot in Farmington Woods or Farmington Woods Replat which is subject, in accordance with the terms of the Declaration, to assessment by the Association, including a contract seller, shall be a member of the Association. Mortgagees, trustees under Deeds of Trust, and other persons or entities holding interests in one or more of the above described lots solely as security for the performance of obligations shall not qualify for membership in the Association. Membership shall be appurtenant to and shall not be separated from ownership of a lot subject to assessment by the Association.

ARTICLE VI
Voting Rights

The Association shall have two classes of voting membership:

Class A - Class A members shall be all owners with the exception of Marasco, Inc., the Successor Declarant under that Designation of Successor Declarant dated June 30, 1999 and filed July 15, 1999 in Book 1300, Page 450 of the Miscellaneous Records in the Office of the Register of Deeds, Douglas County, Nebraska ("the Designation") and shall be entitled to one vote for each lot owned. When more than one person or entity holds an interest in any lot, all such persons and entities shall be members provided that the lot for each such lot shall be exercised as the owners among themselves shall determine and further provide that in no event shall more than one vote be cast with respect to any lot.

Class B - The Class B member shall be the Successor Declarant, Marasco, Inc., in accordance with the provisions of the Designation, which shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership upon the happening of either of the following events, whichever occurs first:

- (a) on the date when less than 20% (i.e. 27) of the Lots is owned by Successor Declarant; or
- (b) December 21, 2004.

ARTICLE VII
Incorporator

Larry R. Forman, whose address is 7171 Mercy Road, Suite 650, Omaha, Nebraska is the incorporator of the corporation.

ARTICLE VIII
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of each class of members. Upon dissolution of the Association, other than incident to a merge or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those to which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

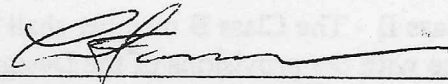
**ARTICLE IX
Duration**

The Corporation shall exist perpetually.

**ARTICLE X
Amendments**

Amendment of these Articles shall require the assent of 75% of both classes of members.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20 day of October, 1999.



Larry R. Forman, Incorporator