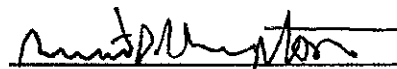


**ARTICLES OF INCORPORATION
OF
STONE BRIDGE CREEK HOMEOWNERS ASSOCIATION**

1. The name of the Corporation shall be Stone Bridge Creek 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 Stone Bridge Creek Addition, Lincoln, 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 1045 Lincoln Mall, Suite 200, 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:


Robert D. Hampton
3600 Village Drive, Suite 140
Lincoln, NE 68516