

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ST. ANDREW'S POINTE HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Section 76-859 et seq., Revised Statutes of Nebraska, and pursuant to the Nebraska Nonprofit Corporation Act, the undersigned, all of whom voluntarily associated themselves together for the purposes of forming a non-profit corporation, do hereby certify:

ARTICLE I

Name

The name of the corporation is St. Andrew's Pointe Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

Principal Office

The principal office of the Association is located at 5814 S. 118th Plaza, Omaha, Nebraska 68137.

ARTICLE III

Registered Agent

The name and address of the Association's registered agent in Nebraska is Craig Pohlman, 5814 S. 118th Plaza, Omaha, Nebraska 68137.

ARTICLE IV

Purpose and Powers

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area (as those terms are defined in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for St. Andrew's Pointe recorded in the Register of Deeds of Douglas County on November 26, 2014 as Instrument Number 2014092505 (as amended from time to time, the "Declaration")) within that certain real property legally described as:

Lots 1 - 63, inclusive, and Outlots 1 through 5, inclusive, all in St. Andrew's Pointe, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska,

and to promote the health, safety and welfare of the residents within the above-described property, of the homes situated on the above-described property, any Common Area and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

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 (by gift, purchase, lease or otherwise), development, maintenance, repair, replacement, operation and administration of Common Area, and the enforcement of the rules and regulations relating to the Common Area.

B. The landscaping, mowing, watering, repair and replacement of parks and other public property and improvements on parks or public property or property subject to an easement in favor of the Association, within or near St. Andrew's Pointe.

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

D. 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 any 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 officers serving thereunder.

E. 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 the Declaration, as the same may be amended from time to time.

F. 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, including but not limited to any outlots within St. Andrew's Pointe.

G. 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.

H. The employment of professionals and consultants to advise and assist the Officers and Board of Directors of the Association in the general administration and management of the Association, and execution of such documents and doing and performance of their duties and responsibilities for the Association.

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 V
Intentionally Deleted

ARTICLE VI

Membership

The Association shall have members. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to assessment by the Association pursuant to the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

Voting Rights

Each member of the Association shall be entitled to one (1) vote on each matter submitted to the members for each Lot owned by such member.

ARTICLE VIII

Board of Directors

The affairs of this Association shall be managed by a Board of not less than three (3) Directors nor more than five (5) Directors, all of whom must be an Owner or a Resident (as defined in the Declaration). The number of Directors may be changed by amendment of the By-Laws of the Association.

ARTICLE IX

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

Duration

The corporation shall exist perpetually.

ARTICLE XI

Indemnification

Directors and officers of the Association shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service

to the Association or to another organization at the Association's request. Persons who are not directors or officers of the Association may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provisions of this Article shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omission occurring before or after the adoption hereof, and to persons who have ceased to be directors, officers or employees and shall inure to the benefit of their heirs, executors and administrators.

ARTICLE XII Amendments

These Articles may be amended at a regular or special meeting of the members, by a vote of two-thirds ($2/3^{\text{rds}}$) of a quorum of members present in person or by proxy at a duly-called and duly-held meeting.

IN WITNESS WHEREOF, the undersigned, being the duly appointed Secretary of the Association hereby certifies that a meeting was held on November 11, 2014 and members representing twenty (20) of the sixty-three (63) total votes of the Association, all of which were entitled to be cast, were present, which constituted a quorum. At said meeting, twenty (20) votes were cast in favor of the adoption of these Amended and Restated Articles of Incorporation and zero (0) votes were cast against adoption, which vote was sufficient for the adoption of these Amended and Restated Articles of Incorporation.

ST. ANDREW'S POINTE HOMEOWNERS
ASSOCIATION, INC., a
Nebraska non-profit corporation,

By: _____
Len Pacer, Secretary