

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HERON POINT LAKE ASSOCIATION

A Nonprofit Corporation

The undersigned, acting as incorporators for the purpose of forming a corporation under the Nebraska Nonprofit Corporation Act, do hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE 1.

The name of the corporation is Heron Point Lake Association, hereinafter referred to as the Association. The principal place of business shall be 408 N. Platte Ave., Ste. A, York, Nebraska 68467.

ARTICLE 2.

The period of duration of the Association shall be perpetual.

ARTICLE 3.

The Association is a public benefit corporation.

ARTICLE 4.

4.1 The Association is organized for the purpose of providing an entity to administer and operate Heron Point Lake and all of the covenants, conditions, easements and restrictions which were created according to the Amended and Restated Declaration now or hereafter recorded in the public records of Polk County and Merrick County, Nebraska. The Amended and Restated Declaration creating the covenants, conditions, easements and restrictions provide for use, maintenance, preservation and architectural control of the Lots and Common Area within Heron Point Lake Subdivision.

4.2 For the purpose of these Amended and Restated Articles of Incorporation, all terms shall have the meaning as established in the Amended and Restated Declaration unless the context in which the same is utilized clearly indicates otherwise.

4.3 To facilitate the management and enforcement of the covenants, conditions, easements and restrictions as contained in the Amended and Restated Declaration, the Association shall have all the powers and duties set forth in the Amended and Restated Declaration and by these Amended and Restated Articles, and all of the powers and duties reasonably necessary to operate Heron Point Lake, including, but not limited to, the following:

- (a) The power to exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Amended and Restated Declaration and Establishment of Covenants, Conditions, Reservations, Restrictions and Easements for Heron Point Lake, herein referred to as the "Declaration" which is recorded, or to be recorded, in the offices of the Register of Deeds of Polk County and Merrick County, Nebraska, as the same may be amended from time to time as therein provided, said Amended and Restated Declaration being incorporated herein as if set forth at length and applicable to the real estate described in said Amended and Restated Declaration;
- (b) To fix, levy, collect and enforce payment by all lawful means, all assessments against members pursuant to the terms of the Amended and Restated Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license, insurance, taxes or governmental charges levied or imposed against property owned, leased, or managed by the Association;
- (c) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, manage, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise and dispose of real or personal property in connection with the affairs of the Association; to borrow money and with the assent of two-thirds (2/3) of all the votes of the membership, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (d) To dedicate, sell or transfer all or any part of the Common Area which it owns to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless assented to by two-thirds (2/3) of all the votes of the membership, agreeing to such dedication, sale or transfer;
- (e) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or to annex additional real property and Common Area, provided that such merger, consolidation or annexation shall be accomplished in compliance with and under the terms and conditions set forth in the Amended and Restated Declaration;
- (f) To maintain, repair, replace and operate Heron Point Lake and the Common Area; to purchase insurance upon the property of Heron Point Lake Association and insurance for the protection of the Association and its members; to reconstruct improvements after casualty and to further improve Heron Point Lake; to make and amend reasonable rules and regulations respecting the use of Heron Point Lake;
- (g) To enforce by legal means the provisions of the Amended and Restated Declaration, these Articles, the Amended and Restated By-Laws of the Association and the Rules and Regulations for the benefit of the members of the Association and the property within Heron Point Lake;

- (h) To employ personnel or contract with a third party to perform the services required for proper operation of Heron Point Lake;
- (i) To operate and manage Heron Point Lake in accordance with the sense, meaning, direction, purpose and intent of the respective Declaration as the same may be from time to time amended and to otherwise perform, fulfill and exercise the powers and privileges, options, rights, duties, obligations, and responsibilities entrusted to or delegated to the Association by the Amended and Restated Declaration and/or the Amended and Restated By-Laws;
- (j) To do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of the Association and to do every other act or thing incidental to, appurtenant to, or connected with the purposes, objects, or powers set forth in these Amended and Restated Articles of Incorporation and to possess all rights, powers and privileges, now or hereafter conferred by the laws of the State of Nebraska upon a non-profit corporation.

4.4 Nothing herein set forth shall be construed as authorizing the Association to possess any purpose, object, or power or to do any act or thing forbidden by law to a non-profit corporation organized under the laws of the State of Nebraska.

ARTICLE 5.

5.1 Every person or entity who is the record owner of a Lot which is now or may in the future be subject to the covenants of record in the Amended and Restated Declaration, each contract buyer who has been transferred the right to vote, and each lessee (person or entity leasing from Association), shall be a member of the Association.

5.2 Any person or entity who holds an interest merely as security for the performance of an obligation shall not be a member.

5.3 If a Lot is owned by more than one person, or is owned by a corporation, partnership, joint venture, or other entity, the designation of voting shall be as provided in the Amended and Restated Declaration and/or Amended and Restated By-Laws.

ARTICLE 6.

The Association shall have one class of voting membership:

6.1 Class A members shall be all Owners, with the exception of the Association, and shall be entitled to two votes for each Lot owned. When more than one person holds an interest in a given Lot, all such persons shall be members and the vote of such Lot shall be exercised as they may determine among themselves. In no event shall more than two votes be cast with respect to any Lot owned by Class A members.

ARTICLE 7.

7.1 The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Amended and Restated By-Laws, but not less than three (3). Directors need not be members of the Association. Directors of the Association will be elected as provided in the Amended and Restated By-Laws of the Association.

ARTICLE 8.

8.1 The affairs of the Association shall be administered by the officers designated in the Amended and Restated By-Laws.

8.2 Provisions for the regulation of the internal affairs of the Association, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The Association shall have no capital stock but a membership only, and no part of the net earnings of the Association shall inure to the benefit of any private shareholder or member.

(b) The Association is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends.

(c) The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of all the votes of the membership. In the event of dissolution or final liquidation, 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 is created. In the event that such dedication refuses 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.

8.3 No disposition of the assets of the Association shall be effective to impair the rights of any member which are governed by the Declaration.

8.4 The directors and officers may lawfully and properly exercise the powers set forth in Article 4, notwithstanding the fact that some or all of them may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of agreements executed pursuant to such powers, are some or all of the persons with whom the Association enters into such agreements or who owns some or all of the proprietary interest in the entity or entities with whom the Association enters into such agreements; and all such agreements shall be presumed conclusively to have been made and entered by the directors and officers of this Association in the valid exercise of their lawful authority.

ARTICLE 9.

9.1 Amendment of these Amended and Restated Articles of Incorporation shall require the assent of at least two thirds (2/3) of all the votes of the membership. Furthermore, the Amended and Restated By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Amended and Restated By-Laws.

ARTICLE 10.

10.1 The address of the initial registered office of the Association is 408 N. Platte Ave., Ste. A, York Nebraska 68467.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation, under the laws of the State of Nebraska, we, the undersigned incorporators of this Association, have executed these Amended and Restated Articles of Incorporation this 2nd day of September, 2019