

BY-LAWS

State of Nebraska, Merrick County, Filed for Record

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OF

Recorded in Book 99 of Misc Page 156 MORNINGSTAR LAKE ASSOCIATION

Merrick County Clerk Shirley D. Boeremeier

ARTICLE I.

NAME AND LOCATION

The name of the corporation is Morningstar Lake Association, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 22 Main Street in Stromsburg, Nebraska, but meetings of members and directors may be held at such places within the State of Nebraska, as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS

- Section 1. "Association" shall mean and refer to Morningstar Lake Association, a Nebraska non-profit corporation, its successors and assigns.
- Section 2. "Common Area" shall mean all real or personal property owned, leased or managed by the Association for the common use and enjoyment of the Owners. The Common Area to be owned, leased or managed by the Association is described on Exhibit "B", which is attached to the Declaration and Establishment of Covenants, Conditions, Reservations, Restrictions and Easements for Morningstar Lake Subdivision (hereinafter "Declaration"). No structures shall be constructed in the Common Area, which could be used as living quarters.
- Section 3. "Declarant" shall mean Overland Sand and Gravel Company, its successors and assigns.
- Section 4. "Lessee" shall mean every person or entity to whom a lease is made by Declarant, whether pre-existing or subsequent to the filing of the Declaration.
- Section 5. "Lot" shall mean any plot or parcel of land shown as a separate Lot on the recorded subdivision map titled "Replat of Morningstar Lake Subdivision" with the exception of the Common Area.
- Section 6. "Member" shall mean every person or entity who holds membership in the Association as provided in the Articles of Incorporation of the Association.
- Section 7. "Owner" shall mean the record owner, whether one or more persons or entities, of a fee simple title including contract sellers, to any Lot which is part of Morningstar Lake Subdivision, but shall not include those holding title merely as security for performance of an obligation.

ARTICLE III.

MEMBERSHIP AND VOTING RIGHTS

- Section 1. Members. Members shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.
- Section 2. Rights of Membership. Every person who is entitled to membership in the Association shall be privileged to use and enjoy the Common Area subject to the rights of the Association as stated in the Declaration.
- Section 3. Suspension of Rights. The membership and voting rights of any member may be suspended by the Board for any period during which any assessment against the Lot to which the membership is appurtenant remains unpaid; but upon payment of such assessments, and any interest accrued thereon, whether by check or cash, the rights and privileges shall be immediately and automatically restored. Further, if Rules and Regulations governing the use of the Common Area and the conduct of persons thereon have been accepted and published, as authorized in the By-Laws, or if the terms of the Declaration are breached, the rights and privileges of any person in violation thereof may be suspended at the discretion of the Board for a period not to exceed ninety (90) days for any single non-continuous violation. If the violation is of a continuing nature, such rights and privileges may be suspended indefinitely until such time as the violation is abated. No such action shall be taken by the Board until the Lot Owner is afforded an opportunity for a hearing which is consistent with the principles of due process of law.
- Section 4. Votes. Each Lot Owner, Declarant, and Lessee shall be entitled to vote as is provided in Paragraph 5 of the Declaration and Article 5 of the Articles of Incorporation of Morningstar Lake Association. When more than one person holds title, the votes for each Lot shall be exercised as the Co-Owners among themselves determine. If only one of the Co-Owners of a Lot is present at a meeting of the Association, the person present is entitled to cast the votes allocated to that Lot. If more than one of the Co-Owners are present, the votes allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the Co-Owners, unless the Declaration provides otherwise. If the Co-Owners cannot agree, then the votes shall be considered not cast.

ARTICLE IV.

MEETING OF MEMBERS

- Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held at such time as the board of directors shall fix by resolution, and notice thereof shall be given to each member as provided by Section 3 hereof.
- Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the

membership or upon the written request of the Declarant. Such request shall state the purpose(s) of such meeting and the matter(s) proposed to be acted upon.

Section 3. Notice of Meetings. Written notice of each annual and special meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice postage prepaid, not less than 10 days and no more than 50 days before the date of such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice, unless other or different notice is provided for in the Articles of Incorporation, the Declaration or these By-Laws in which case such other or different notice shall be given. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. However, if the meeting is to amend the Articles of the Corporation or By-Laws, then, thirty (30) days notice shall be given to each member.

Section 4. Quorum. The presence at the meeting of members of all Classes entitled to cast, or of proxies entitled to cast, fifty percent (50%) of all the votes of all classes of the membership upon the particular issue or issues in question shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members or their representatives who are present and entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE V.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors of not less than three directors, who need not be members of the Association.

Section 2. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of all the votes of all classes of the membership of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties as director. A director may contract with the Association to supply goods or services not otherwise part of his duties as a director.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination of successor members to the first board of directors shall take place as soon as practicable following the filing of the Articles of Incorporation of Morningstar Lake Association. Nomination for election to the successor Board of Directors as well as all subsequent nominations for elections to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election of successor members to the first Board of Directors shall take place as soon as practicable following the filing of the Articles of Incorporation of Morningstar Lake Association. Election of the successor members to the first Board of Directors as well as all other elections of Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation of the Association and Declaration. The persons receiving the largest number of votes shall be elected except as provided in section 3 herein. Cumulative voting is not permitted.

Section 3. Ex Officio Member. During such time as there remains any lessees with options to purchase which expire on or before March 15, 2003 in effect, the Declarant shall be entitled to have at least one designee serve on the Board of Directors regardless of the outcome of the votes taken by Association members. The Declarant, in its sole discretion, shall designate who shall serve on the Board of Directors each year at the time the election results are released.

ARTICLE VII.

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held semi-annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the Common Area of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 90 days for infraction of published rules and regulations;
- (c) Enter into and carry out the responsibilities and duties of any management agreement covering any of the Common Area;
- (d) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation of the Association or the Declaration;
- (e) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and
- (f) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties. An officer, director or member of the Association may be so employed.
- (g) Adopt and amend By-Laws of the corporation.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of March 1st, being the annual assessment date;
 - (2) Send written notice of each annual assessment to every Owner subject thereto within 30 days after it is fixed.
 - (3) Foreclose the lien against any property for which assessments are not paid by August 1st or to bring an action at law against the Owner personally obligated to pay the same; and
 - (4) Fulfill all the duties, responsibilities and obligations of the Association as set forth in the Declaration and Articles of Incorporation of the Association.
- (d) Issue, or to cause an appropriate office to issue, upon demand by any persons, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned or managed by the Association, and insurance on such persons as it may deem appropriate;
- (f) Cause all officers, directors or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the Common Area to be maintained.

ARTICLE IX.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, who need not be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of successor officers to the first offices named in the articles shall take place as soon as practicable after the Articles of Incorporation for Morningstar Lake Association have been filed. The election of subsequent officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members and such officers shall hold office at the pleasure of the Board of Directors.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

- (a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments except checks and shall co-sign all promissory notes.

Vice-President

- (b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board.

Secretary

- (c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be

made by a public accountant at the completion of each fiscal year if directed by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE X.

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI.

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association.

ARTICLE XII.

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within 90 days after the due date, the assessment shall bear interest at the rate of twelve per cent per annum or the maximum legal rate allowed by law whichever is lesser, from date due until paid, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property and interest, costs, and reasonable attorneys fees of such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XIII.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

Morningstar Lake Association.


ARTICLE XIV.
AMENDMENTS

- Section 1. Amendment. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of the majority of a quorum of members present in person or by proxy.
- Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control; and in the case of any conflict between the Declaration and the Articles, the Declaration shall control.

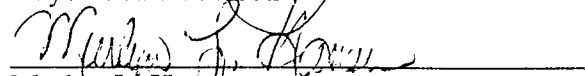
ARTICLE XV.
MISCELLANEOUS

- Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.
- Section 2. Invalidity. The invalidity of any part of these By-Laws shall not impair or affect, in any manner, the enforceability or affect the remaining provisions of the By-Laws.


IN WITNESS WHEREOF, we, being all of the directors of the Morningstar Lake Association, have hereunto set our hands this 10th day of April, 1998.



Gayden R. Anderson



Merlyn L. Hansen



Theresa Holtzen