

BY-LAWS
OF
HAWAIIAN VILLAGE LAKE ASSOCIATION

PREAMBLE

Hawaiian Village Lake Association is organized for the purpose of protecting the value and desirability of the following described real estate, to-wit:

North Half (N 1/2) of the Northwest Quarter (NW 1/4) and Government Lot 3, and Tax Lot F2 in Section 26, Township 13, Range 12, East of the 6th P.M., Sarpy County, Nebraska and all accretions thereto and Government Lot 1 and Tax Lot 22, in Section 27, Township 13, Range 12, Sarpy County, Nebraska as surveyed, platted and recorded

hereinafter referred to as "Hawaiian Village" by supervising and controlling the easements, restrictions and conditions for the use of said Hawaiian Village.

NOW THEREFORE, Hawaiian Village Lake Association hereby declares that Hawaiian Village shall be subject to the easements, restrictions, covenants and conditions set forth in the "Declaration of Covenants, Conditions and Restrictions" for the purpose of protecting the values and desirability of Hawaiian Village and that Hawaiian Village as well as any other property submitted thereto shall be binding on all parties having any right, title or interest in Hawaiian Village or any part thereof, their heirs, successors and assigns.

ARTICLE I. OFFICES.

Section 1. The corporation may have such offices, both within and without the State of Nebraska, as the Board of Directors may designate from time to time to be necessary or convenient for the conduct of its affairs.

Section 2. Registered Office. The Registered Office of the corporation required by Nebraska Nonprofit Corporation Act to be maintained in the State of Nebraska may be, but need not be, identical with the principal office of the corporation in the State of Nebraska. The Registered Office of the corporation and the Registered Agent of the corporation, or both, may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Membership Classes. Members of the corporation shall be divided into two classes of membership; resident members and nonresident members.

Section 2. Resident Members. Each contract purchaser or owner beneficially, including any corporate purchasers or beneficial owners of any platted lot located in Hawaiian Village, a subdivision in Sarpy County, Nebraska, residing on the lot shall be entitled to one Resident Member. Each resident membership shall continue during the duration of the beneficial interest of such member as owner or contract purchaser of any lot located in Hawaiian Village, a subdivision in Sarpy County, Nebraska, and shall automatically terminate upon the death, gift, sale, or other voluntary or involuntary transfer of such ownership or beneficial interest or such member shall cease to reside on the lot. Each Resident Member shall designate the names of his or her spouse and dependents, who shall be entitled to use and enjoy the facilities, programs and services offered to Resident Members, subject to applicable rules and regulations.

Section 3. Nonresident Members. Each contract purchaser or owner, beneficially, including any corporate purchasers or beneficial owners of any platted lot located in Hawaiian Village, a subdivision in Sarpy County, Nebraska not residing on the lot shall be entitled to one Nonresident Member. Each Nonresident Membership shall continue during the duration of the beneficial interest of such member as owner or contract purchaser of any lot located in Hawaiian Village, a subdivision in Sarpy County, Nebraska and shall automatically terminate on the death,

gift, sale, or other voluntary or involuntary transfer of such ownership or beneficial interest. When a Nonresident Member resides on the lot, his membership shall change from a Nonresident Member to a Resident Member.

Section 4. Multiple Lot Owners. A Multiple Owner or a Corporate Owner shall designate one individual and/or officer who shall be a member of the Association who shall be entitled to vote for the Multiple Owner or Corporate Owner. In the event the Multiple Owner or Corporate Owner does not designate such individual, the Board of Directors of the Association may designate one of the Multiple Owners and/or an officer from the corporation who shall be the Voting Member (resident or nonresident) for the lot owner. In any event, no member shall be entitled to more than one vote per lot.

Section 5. Meetings of Members. The annual meeting of the Members shall be held at 7:00 o'clock P.M. on the first Friday in June of each calendar year, at such place as may be determined by the Board of Directors, for the purpose of electing directors of the corporation as provided by these By-Laws and for the transaction of such other business as properly may come before the meeting. Special meetings of the Members may be called by the President, by any three members of the Board of Directors, or upon petition by 25% of the Members, and shall be held at such place as may be designated in the call of the meeting.

Section 6. Voting. Each Resident and Nonresident Member in good standing at the date of any election shall be entitled to vote for the election of directors for the corporation to cast in person or by proxy and shall be entitled in any other matter or question voted upon by Voting Members to cast in person or by proxy, one vote for each such dues-paying membership held, and in no event to exceed one vote per lot. Unless otherwise required in these By-Laws or by law, the majority vote of the voting membership present in person or by proxy at any annual or special meeting at which a quorum is present shall decide any matter or question voted upon. Members not in good standing as to membership dues shall not be entitled to

voting privileges.

Section 7. Quorum. Resident and Nonresident Members holding 25% of the entire number of regular dues-paying membership outstanding shall constitute a quorum for the transaction of business at any meeting of the Voting Members; but if less than such number of Voting Members are present at a meeting, then a majority of the Voting Members present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 8. Notice. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five days before the date of any meeting of the Voting Members, either personally or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each Voting Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 9. Privileges of Membership. Subject to regulations or rules from time to time adopted by the Board of Directors, all individual Resident Members and Nonresident Members, in good standing, and their respective guests, shall be entitled as appropriate to enjoy or otherwise to use and benefit from all common facilities and all common individual services operated or provided by the corporation and shall further be entitled as appropriate to benefit from or otherwise to participate in all common functions and all common non-individual services provided or performed by the corporation as set forth in the covenants.

Section 10. Discipline and Enforcement. All members of the corporation shall be subject for such period as the Board of Directors may determine to (1) denial partly or wholly of access to, benefit from or use of all or any facilities, functions or services operated, performed or provided by the corporation, (2) suspension partly or

wholly of any or all privileges of membership in the corporation, including the right of voting at any election held by the corporation including the election of Directors, or (c) any other disciplinary action directed by the Board of Directors for failure to pay any dues or charges of the corporation or for any other act or omission detrimental to the property or affairs of the corporation or otherwise improper, including but not limited to violation of the covenants, conditions and restrictions pertaining to or affecting the use of real estate located in Hawaiian Village in Sarpy County, Nebraska. No denial, suspension or other disciplinary action imposed by the Board of Directors pursuant to these By-Laws shall relieve the member or members involved of any obligations to pay any and all sums due pursuant to these By-Laws or the rules and regulations of the corporation. The corporation shall be entitled at any time or from time to time to institute any equitable or legal proceeding or appropriate, convenient or necessary remedial or other action against any member of the corporation or any real estate located in Hawaiian Village in Sarpy County, Nebraska.

~~Section 11. Rules and Regulations. The Board of Directors shall promulgate such rules, regulations and fees for use of facilities as it deems necessary to regulate the use of the lake, tennis court or other common areas, and each member shall be bound by such rules and regulations. Such rules and regulations as to all corporate matters may be altered, amended, revised or changed at any time by action of the Board of Directors. A copy of the current rules and regulations shall be at all times be maintained by the Secretary of the corporation and may be examined at reasonable office hours by members of the corporation. Rules and regulations promulgated by a Committee appointed by the Board of Directors shall be deemed Rules and Regulations of the Board of Directors.~~

Section 12. Transfer of Memberships. Memberships in the corporation shall be transferrable only to the extent permitted by rules established from time to time by the Board of Directors, and any such transfer may be effectuated only in accordance with such rules.

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Section 13. Membership Records. The corporation shall maintain a written record of memberships in the corporation in such form as the Board of Directors may prescribe from time to time, and only members of record shall be entitled to be recognized as members of the corporation. The corporation may, in the discretion of the Board of Directors, issue certificates or other documents evidencing membership in the corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The Board of Directors of the Corporation shall consist of five members, all of whom shall be elected by the Resident and Nonresident Members. All Directors shall be Members of the corporation and one's term of office as a Director shall automatically terminate if he ceases to be a Member in good standing of the corporation. Each Director shall serve for the term elected or until a successor for him or her is elected or appointed. Each member shall serve for a term of three years. The first Board of Directors and their terms shall be determined in the following manner: The two candidates who receive the highest number of votes shall be elected for a three-year term and the two candidates who receive the third and fourth highest number of votes shall be elected for a term of 2-years and the candidate who receives the fifth highest number of votes shall be elected for a term of 1-year, thereafter, at each annual meeting of the memberships, the number of members of the Board of Directors whose terms expire. At elections occurring after January 1, 1987, one Director elected must be a Resident Member.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, even if that number remaining should be less than a quorum of the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Should the remaining Directors fail

to act to fill any vacancy on the Board within 60 days, a special meeting of the membership shall be called for the purpose of selecting members to fill such vacancy or vacancies by election.

Section 4. Meetings of Directors. (a) An annual meeting of the Board of Directors shall be held immediately following each annual meeting of the Voting Members at the same place as such annual meeting of the Voting Members was held. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings, without notice other than such resolution. Special meetings of the Board of Directors may be called by the President or any 3 Directors. (b) All meetings shall be held at such place as agreed upon by the Board of Directors.

Section 5. Notice. Notice of the time and place of a special meeting of the Board of Directors shall be given by or at the direction of the person or persons calling such special meeting at least 5 days prior to such special meeting by written notice delivered personally or mailed to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Director at the address designated by him or her, with postage thereon prepaid. Any Director by a signed writing may waive notice of any meeting, either before or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting by him or her, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual, regular or special meeting of the Board of Directors will be specified in the notice or waiver of notice of such meeting, but the agenda may be modified upon approval of all members of the Board attending.

Section 6. Quorum. A majority of the number of Directors fixed pursuant to these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than such number is

present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action or any corporate matter is taken shall be presumed to have assented to the action taken thereat unless his dissent to such action shall be entered in the minutes of the meeting or unless he shall file his written dissent with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Committees. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more committees, which committees to the extent provided in such resolution, shall have and exercise only the authority specifically delegated by the Board of Directors in the management of the corporation. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws of the corporation; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation of the corporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation.

The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual

Director, of any responsibility imposed upon it or him by law of by these By-Laws.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the members of the Board of Directors or of such committee, as the case may be, entitled to vote with respect to the subject matter thereof.

Section 11. Interest of Directors in Transactions. In the absence of fraud, no contract or other transaction between the corporation and any other person, corporation, firm, syndicate, association, trust, partnership or joint venture shall be wholly or partially invalidated or otherwise affected by reason of the fact that one or more Directors of the corporation are or become Directors or officers of such other corporation, firm, syndicate, or association, or trustees of such trust, or members of such partnership or joint venture, or are pecuniarily or otherwise interested in such contract or transaction; provided that the fact such Director or Directors of the corporation are so situated or so interested or both shall be disclosed or shall have been known to the Board of Directors of the corporation. Any Director of the corporation who is also a Director or officer of such other corporation, firm, syndicate, or association, or a trustee of such trust, or a member of such partnership or joint venture, or pecuniarily or otherwise interested in such contract or transaction of business may be counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction; and, in the absence of fraud and so long as he acts in good faith, any such Director may vote thereat to authorize such contract or transaction, with like force and effect as if he were not a Director or officer of such other corporation, firm, syndicate, or association, or a trustee of such trust, or a member of such partnership or joint venture, or pecuniarily or otherwise interested in such contract or transaction.

Section 12. Referendum by Membership. The membership of the corporation shall at all times have the right to a referendum election to reverse any action by the Board of Directors. Such right shall be exercised in the following manner: interested members shall present to the corporation within 30 days of the action of the Board of Director a petition bearing the signatures of not less than 25% of the Members in good standing, as shown from the books of the corporation, setting forth the issue to be referred to the membership. A special meeting of the membership shall then be called for an election upon such referred issue; at such election, the affirmative vote of two-thirds of the members in good standing voting at said election shall be required to reverse or override the action of the Directors which is the issue of such election.

Section 13. Removal of Directors. Directors shall be removed by any of the following methods: (a) Recall by Membership. A Director may be recalled by a two-thirds vote of the Voting Members in good standing casting ballots at a meeting called for such purpose, upon a petition for such meeting bearing the signatures of 25% of the members in good standing as shown by the books of the corporation; (b) a Director shall automatically be removed upon failure to attend any four consecutive regular monthly meetings of the Board without medical cause; (c) Removal shall be automatic upon a Director's failure to maintain membership in good standing.

ARTICLE IV. OFFICERS, AGENTS AND EMPLOYEES

Section 1. Officers. The officers of the corporation shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the Board of

Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a term of one year and until his successor shall have been elected and qualified or until his earlier resignation or removal in the manner provided in these By-Laws.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in the office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 5. Scope of Duties. Subject to the Board of Directors, the officers of the corporation shall have the powers and rights to be charged with the duties and obligations usually vested in or appurtenant to their respective offices or which are from time to time assigned to them by the Board of Directors.

Section 6. Agents and Employees. The officers of the corporation may from time to time appoint, discharge, engage and remove such additional agents and employees as such officers may find to be appropriate, convenient and necessary for the proper conduct of the affairs of the corporation.

ARTICLE V. CHARGES AND LIENS

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on the 1st day of July of each year and end on the last day of June in the immediate succeeding year.

Section 2. Membership Charges. Each Resident and Nonresident Membership shall pay such membership charges

as provided by the declaration of covenants, conditions and restrictions of Hawaiian Village, and as determined by the Board of Directors of the corporation on the 1st day of July of each fiscal year of the corporation. Such membership charge shall bear interest at the rate of 15% per annum from its due date, if not paid within 15 days after such due date. Such membership charge for a new Member shall begin on the effective date of membership of such new Member. Such membership charge shall constitute a personal obligation and debt to the corporation of the Member involved, and such obligation and debt may be enforced and collected by the corporation by a suit of law against such Voting Member in addition to and not to the exclusion of any other other remedy or means of collection that may be available to the corporation under these By-Laws or otherwise. A Member may hold more than one membership at any given time on the basis of one membership for each lot in Hawaiian Village in Sarpy County, Nebraska, beneficially owned by him or her, in which case he shall be assessed membership charges for each membership.

Section 3. Lien for Charges. The membership and any other charges payable by a Member from and after its due date until paid, together with any accrued interest thereon and the costs of collection (including reasonable attorney fees) shall constitute, become and be a lien against the legal and/or equitable interest of such Member in the platted lot in Hawaiian Village in Sarpy County, Nebraska upon which such Member's membership in the corporation is based. At any time after such lien arises, the Board of Directors may cause a notice thereof to be recorded in the office of the Register of Deeds of Sarpy County, Nebraska, such notice to specify (a) the amount of such lien, (b) the unpaid charges giving rise to such lien, (c) the name of the Member whose unpaid membership charges have given rise to such lien, and (d) the legal description of the lot encumbered by such lien. Upon the satisfaction of all of the sums giving rise to such lien, including interest, costs of collection and the fee for recording the notice of and release of such lien, the corporation shall cause to be recorded in the office of the Register of Deeds of Sarpy County, Nebraska, a notice of the satisfaction of release of such lien. From and after the recording of these

By-Laws, the provisions of these By-Laws pertaining to said lien, as such provisions may exist from time to time, shall constitute part of the recorded declarations of restrictions and conditions imposed by the corporation on the real estate comprising said Hawaiian Village and shall run with the land located in such Hawaiian Village. Except as provided by the laws of the State of Nebraska with respect to general real estate taxes and special assessments, said lien for membership charges of the corporation from and after the recording of notice thereof as aforesaid, shall be senior, prior and superior to any other lien against the property subject thereto, which other lien is recorded subsequent to the recording of said notice. In addition to any other remedies available to the corporation under the laws of the State of Nebraska for the collection of the amounts giving rise to and secured by said lien, the corporation shall be entitled to enforce said lien in the appropriate Court of the State of Nebraska in the manner provided by law for the enforcement or satisfaction of mortgages on real estate.

ARTICLE VI. COMMITTEES

Section 1. The following standing committees shall be appointed by the Board of Directors and such committees shall be composed of members designated by the Board of Directors:

1. Membership and Election Committee
2. Architectural Committee
3. Finance Committee
4. Lake Committee
5. Tennis Court Committee
6. Enforcement and Safety Committee

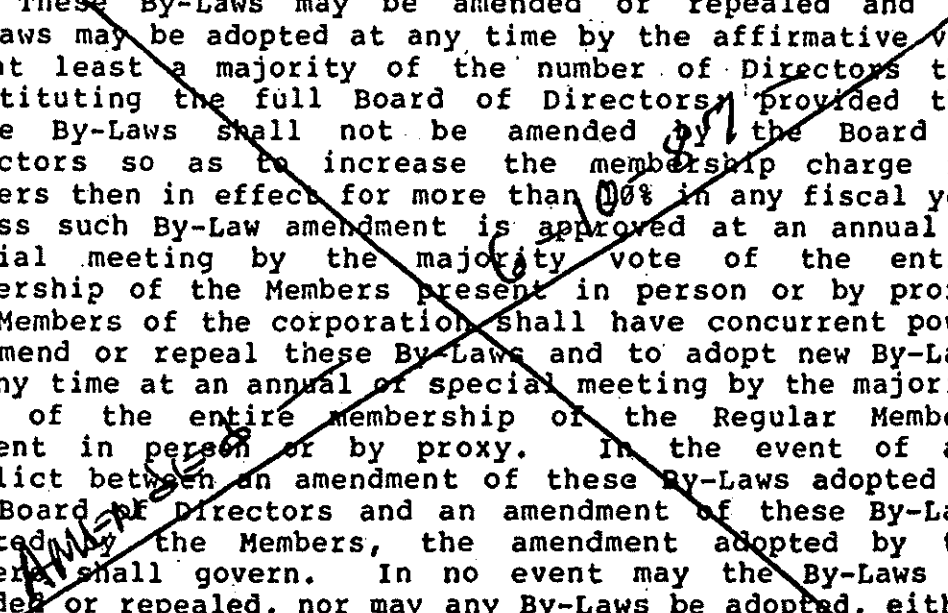
Section 2. Special Committees. Special Committees may be appointed from time to time to perform such functions as may be set out and designated by the Board of Directors and any such committee may be made a permanent committee or a committee to perform an isolated service or project.

All committees shall be appointed by a majority of the Board of Directors, except George Victor Corporation shall

appoint the majority members of the Architectural Committee until January 1, 1987. Likewise, special committees and the duties and scope of standing and special committees may be created and established in the same manner. Any decision by any of the committees may be appealed to the Board of Directors by anyone aggrieved by such decision.

ARTICLE VII. AMENDMENTS

~~These By-Laws may be amended or repealed and new By-Laws may be adopted at any time by the affirmative vote of at least a majority of the number of Directors then constituting the full Board of Directors, provided that these By-Laws shall not be amended by the Board of Directors so as to increase the membership charge for Members then in effect for more than 00% in any fiscal year unless such By-Law amendment is approved at an annual or special meeting by the majority vote of the entire membership of the Members present in person or by proxy. The Members of the corporation shall have concurrent power to amend or repeal these By-Laws and to adopt new By-Laws at any time at an annual or special meeting by the majority vote of the entire membership of the Regular Members present in person or by proxy. In the event of any conflict between an amendment of these By-Laws adopted by the Board of Directors and an amendment of these By-Laws adopted by the Members, the amendment adopted by the Members shall govern. In no event may the By-Laws be amended or repealed, nor may any By-Laws be adopted, either by the Board of Directors or by the Members, if such changes would affect any of the rights of Hawaiian Village Lake Association, unless Hawaiian Lake Association shall give written consent thereto.~~



**BY-LAWS
HAWAIIAN VILLAGE LAKE ASSOCIATION.**

The following amendments to the by-laws were adopted and approved by the board of directors at the meeting held on June 10, 1987:

ARTICLE II, MEMBERS

Section 11, Rules and Regulations. The board of directors shall promulgate such rules, regulations and fees for use of facilities as it deems necessary to regulate the use of the lake, tennis court, or other common areas, and each member shall be bound by such rules and regulations. Such rules and regulations as to all Hawaiian Village Lake Association matters may be altered, amended, revised, or changed at any time by action of the board of directors.

The Hawaiian Village Safety Regulations shall only be amended, changed, or revised by a majority vote of the entire membership of the regular members of the Hawaiian Village Lake Association.

A copy of the current rules and regulations shall be maintained by the secretary of the Hawaiian Village Lake Association.

ARTICLE VII, AMENDMENTS

These by-laws may be amended or repealed and new by-laws may be adopted only by a majority vote of the entire membership of the regular members of the Hawaiian Village Lake Association at an annual or special meeting.

In no event may the by-laws be amended or repealed, nor may any by-laws be adopted if such changes would affect any of the rights of Hawaiian Village Lake Association unless Hawaiian Village Lake Association shall give written consent thereto.

Thomas E. Borch 6/10/87

Secretary