

CURRENT as of 01-Jan-2011

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE FIELD CLUB HOME OWNERS LEAGUE, INC.

The following Amended and Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Article 19 Chapter 21 of the Revised Statutes of Nebraska, 1943, supersede and take the place of the existing Articles of Incorporation and any prior amendments thereto:

ARTICLE I

NAME: The name of the Corporation shall be the Field Club Home Owners League, Inc.

ARTICLE II

DESIGNATION. The Corporation is a mutual benefit corporation.

ARTICLE III

DURATION. The Corporation shall have perpetual duration.

ARTICLE IV

CORPORATE PURPOSES. The purposes of the Corporation are:

- (a) to safeguard and enhance the value of real estate owned by the Members and located within the service boundaries of the Corporation as set out in the Corporation Bylaws;
- (b) to sponsor and promote activities designed to benefit the Members hereof and to further the Corporation's purposes including activities which are intended to build community spirit within the service boundaries of the Corporation and within the city of Omaha;
- (c) to encourage and assist, to the extent possible, with the observance of and the enforcement of zoning regulations and ordinances of the City of Omaha and such other regulations, ordinances, or statutes which may affect the value of real estate owned by the Members within the service boundaries of the Corporation; and

- (d) to do all other things not expressly prohibited by law which may be necessary or convenient in carrying out the business and the general objects and purposes of the Corporation.

ARTICLE V

MEMBERSHIP AND VOTING. The Corporation shall have one or more classes of Members with such rights as set forth in the Corporation's Bylaws. The method and conditions upon which Members shall be solicited, accepted, discharged or expelled shall be as provided in the Bylaws of the Corporation.

ARTICLE VI

POWERS AND DISSOLUTION. The Corporation shall have all the powers conferred upon nonprofit corporations under the Nebraska Nonprofit Corporation Act. Without limitation of the foregoing, the Corporation shall have the powers and authority to fix, charge and collect dues from Members of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of any private Member, trustee, director, or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purposes set forth in Article IV above. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner as shall at that time qualify under the Internal Revenue Code, as amended, and on the terms and in the manner as the Board of Directors shall determine at that time.

ARTICLE VII

REGISTERED AGENT. The initial registered office of the Corporation is located at 1299 Farnam Street, Suite 1500, Omaha, Nebraska 68102, and the initial registered agent at such address is Patricia A. Zieg, Esq.

ARTICLE VIII

OFFICERS AND DIRECTORS. The affairs of the Corporation shall be managed by a Board of not fewer than three (3) nor more than twenty (20) directors as permitted by applicable law as set forth more fully in the Bylaws of the Corporation. The Corporation shall have as its officers a President, Vice-President, Secretary, and Treasurer. In addition, one or more other officers or assistants thereto may be authorized by the Bylaws.

ARTICLE IX

BYLAWS. The business and internal affairs of the Corporation shall be managed and conducted as provided in these Amended and Restated Articles of Incorporation and the Corporation's Bylaws, as adopted and thereafter amended in the manner provided therein.

ARTICLE X

INDEMNIFICATION. The Corporation shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article shall not be deemed exclusive of any other right to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaws of the Corporation, agreement, vote or consent of Members or disinterested directors or otherwise.

ARTICLE XI

AMENDMENTS. These Amended and Restated Articles of Incorporation may be amended or modified in accordance with the requirements of the Nebraska Nonprofit Corporation Act. The Bylaws of the Corporation may be amended by majority vote of the Directors present at a Board of Directors meeting at which a quorum is present or by unanimous consent and waiver of Notice of the Board of Directors. Provided, however, the Members must approve any Bylaws amendment which relates to the number of Directors, the composition of the Board of Directors, the term of office of the Directors, or the method or way in which Directors are elected or selected. Approval by the Members will be as provided in the Nebraska Nonprofit Corporation Act.

Dated this ____ day of _____, 2010.

**THE FIELD CLUB HOME OWNERS
LEAGUE, INC.**

By: _____
President

Attest:

Secretary