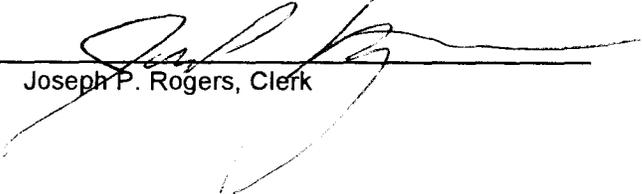


TO: The County Clerk of Sarpy County, Nebraska
The City Clerk of Gretna, Sarpy County, Nebraska

NOTICE

Please take notice that on October 31, 2003, a Petition was filed with the Sarpy County District Court indexed as in the matter of Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, Doc. CI03, Page 1514, the purpose of which was the formation of a Sanitary and Improvement District in accordance with Sections 31-727 through 780, Reissue Rev. Stat. of Nebraska, 1943, and that a Decree in response to such Petition was entered in the Sarpy County District Court under the date of November 3, 2003. Copies of the Petition, Articles of Association and Decree are attached hereto and incorporated herein by this reference.

SANITARY AND IMPROVEMENT DISTRICT
NO. 240 OF SARPY COUNTY, NEBRASKA

By 
Joseph P. Rogers, Clerk

IN THE DISTRICT COURT OF SARPY COUNTY, NEBRASKA

IN THE MATTER OF)
)
SANITARY AND IMPROVEMENT DISTRICT)
NO. 240 OF SARPY COUNTY, NEBRASKA)

DOC. 0703

NO. 1514

DECREE

This matter having come on for hearing upon the Petition filed on behalf of all the owners having an interest in real property within the limits of proposed Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, the boundaries to which are more particularly described in Exhibit "A" thereto attached and by this reference herein incorporated, together with Articles of Association executed by all of such owners, as more particularly described in Exhibit "B" attached to the Petition and by this reference herein incorporated, the Court, being fully advised in the premises and having considered the evidence, finds generally that the allegations of the Petition are true and that the prayer thereof should be granted and finds specifically:

1. That all of the owners having an interest in real property within the limits of such district have duly authorized the execution of the Petition on their behalf and have duly executed and filed in the office of the Clerk of the Court Articles of Association as required by Section 31-727, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law; and that, there being no known or unknown owners of real property nor residents nor nonresidents of Nebraska who will be benefited by the formation of such district and who have not joined in its organization and the execution of such Articles of Association, issuance and service of summons, notice, or other process may and should be dispensed with as unnecessary;
2. That the Court has personal jurisdiction of all of Petitioners in this matter and also jurisdiction of its subject matter pursuant to the provisions of Sections 31-727 through 31-780, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law;
3. That the formation and organization of such district is and will be conducive to the public convenience, health, and welfare of all of the present and future owners having an interest in real property within its limits and all residents or other occupants within its limits;
4. That no part of the real property within the limits of such district is located within the limits of any municipal corporation or used for industrial purposes; and

5. That the five persons designated in the Articles of Association as initial Trustees are owners of real property within the limits of such district, are otherwise proper and suitable persons to be so designated, and may and should be declared to constitute the Board of Trustees of such district to serve until their successors are elected and qualified.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED:

1. That the Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, having been duly formed and organized as provided by law, be, and it hereby is, declared to be a public corporation of Nebraska under the provisions of Sections 31-727 through 31-780, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and under the Articles of Association and with the real property within its limits as in this Decree above-described and to be entitled to exercise all of the powers, privileges, and rights thereto granted by law;

2. That MICHAEL F. ROGERS, JOSEPH P. ROGERS, JOHN C. ROGERS, WALTER J. SLOBOTSKI and JAN L. FUDER, be, and they hereby are, approved, confirmed and declared to be and constitute the Board of Trustees of such district to serve until their successors are elected and qualified; and

3. That the Clerk of the Court be, and he hereby is, directed within twenty (20) days hereafter to transmit to the Secretary of State of Nebraska, for filing in the office thereof as provided by law, a certified copy of the record hereto relating and to provide, for filing in the office of the County Clerk of Sarpy County, Nebraska, together with a plat of the real property within the limits of said district, an additional certified copy of said record.

DATED: November 3, 2003.

BY THE COURT:



District Judge

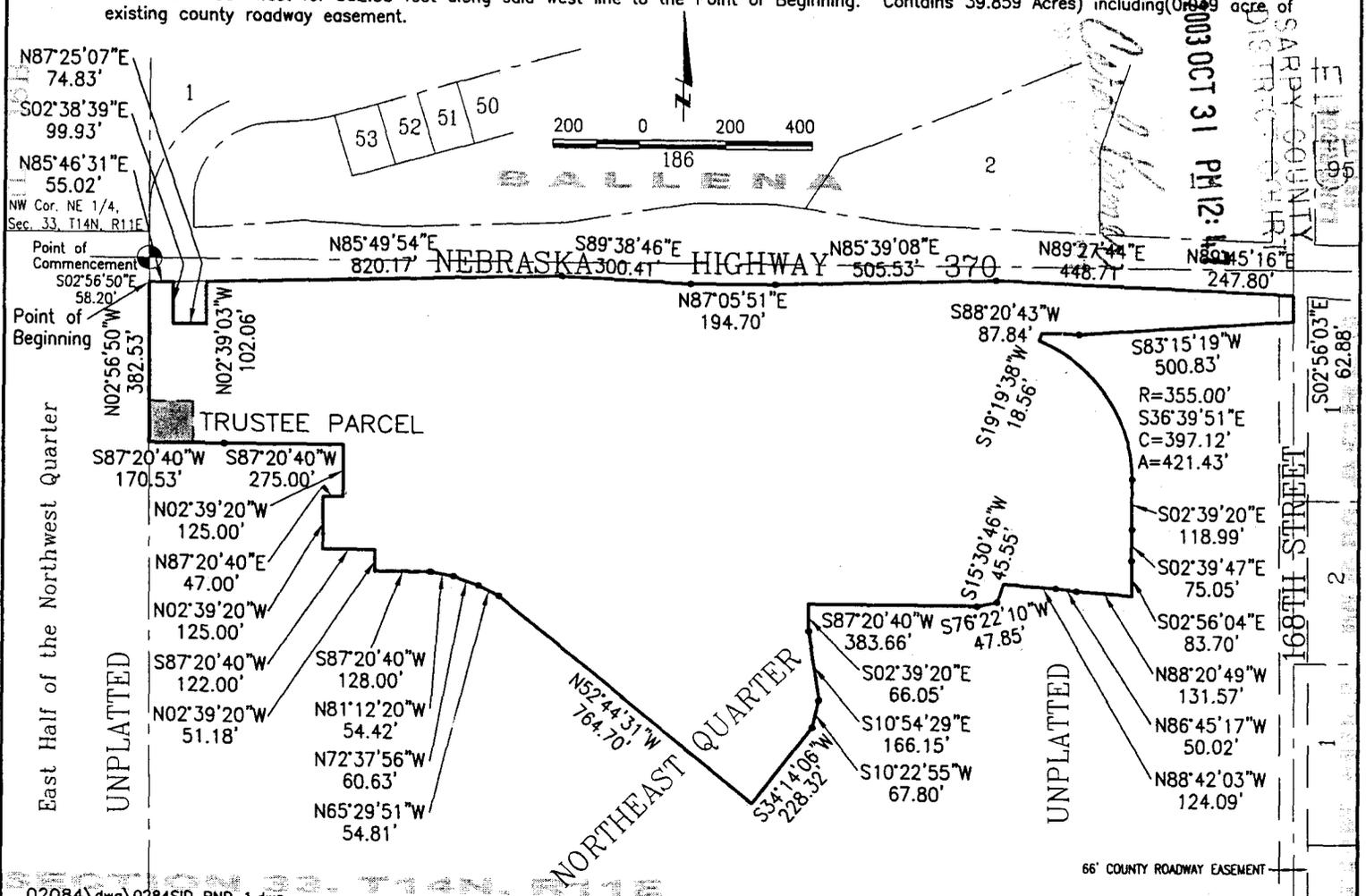
PREPARED AND SUBMITTED BY:

Dennis P. Hogan, III (#11876)
GAINES PANSING & HOGAN LLP
10050 Regency Circle, Suite 200
Omaha, NE 68114 (402) 397-5500
Attorneys for the Petitioners

SIGNED COPY

COPY SID BOUNDARY

That part of the Northeast Quarter of Section 33, Township 14 North, Range 11 East of the 6th P.M., Sarpy County, Nebraska, described as follows: Commencing at the northwest corner of the said Northeast Quarter of Section 33; Thence South 02°56'50" East (bearings referenced to the Nebraska State Plane System, NAD83) for 58.20 feet along the west line of the said Northeast Quarter of Section 33 to the south right of way line of Nebraska Highway 370 and the TRUE POINT OF BEGINNING; Thence North 85°46'31" East for 55.01 feet along said south right of way line to the northwest corner of Tax Lot 7; Thence South 02°38'39" East for 99.93 feet to the southwest corner of Tax Lot 7; Thence North 87°25'07" East for 74.83 feet to the southeast corner of Tax Lot 7; Thence North 02°39'03" West for 102.06 feet to the northeast corner of Tax Lot 7 and the said south right of way line of Nebraska Highway 370; Thence North 85°49'54" East for 820.17 feet along said south right of way line; Thence South 89°38'46" East for 300.41 feet along said south right of way line; Thence North 87°05'51" East for 194.70 feet along said south right of way line; Thence North 85°39'08" East for 505.53 feet along said south right of way line; Thence North 89°27'44" East for 448.71 feet along said south right of way line; Thence North 89°45'16" East for 247.80 feet along said south right of way line to the east line of the said Northeast Quarter of Section 33; Thence South 02°56'03" East for 62.88 feet along said east line; Thence South 83°15'19" West for 500.83 feet; Thence South 88°20'43" West for 87.84 feet; Thence South 19°19'38" West for 18.56 feet; Thence along a curve to the right (having a radius of 355.00 feet and a long chord bearing South 36°39'51" East for 397.12 feet) for an arc length of 421.43 feet; Thence South 02°39'20" East for 118.99 feet; Thence South 02°39'47" East for 75.05 feet; Thence South 02°56'04" East for 83.70 feet; Thence North 88°20'49" West for 131.57 feet; Thence North 86°45'17" West for 50.02 feet; Thence North 88°42'03" West for 124.09 feet; Thence South 15°30'46" West for 45.55 feet; Thence South 76°22'10" West for 47.85 feet; Thence South 87°20'40" West for 383.66 feet; Thence South 02°39'20" East for 66.05 feet; Thence South 10°54'29" East for 166.15 feet; Thence South 10°22'55" West for 67.80 feet; Thence South 34°14'06" West for 228.32 feet; Thence North 52°44'31" West for 764.70 feet; Thence North 65°29'51" West for 54.81 feet; Thence North 72°37'56" West for 60.63 feet; Thence North 81°12'20" West for 54.42 feet; Thence South 87°20'40" West for 128.00 feet; Thence North 02°39'20" West for 51.18 feet; Thence South 87°20'40" West for 122.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence North 87°20'40" East for 47.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence South 87°20'40" West for 445.53 feet to the west line of the said Northeast Quarter of Section 33; Thence North 02°56'50" West for 382.53 feet along said west line to the Point of Beginning. Contains 39.859 Acres) including (0.009 acre of existing county roadway easement.



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 Book 02084 Page _____ Date Oct. 15, 2003 Dwn.By JHVD Job Number 02084.01 / 003

Lamp, Rynearson & Associates, Inc. WWW.LRA-INC.COM
 14710 West Dodge Road, Suite 100 (Ph) 402.496.2498
 Omaha, Nebraska 68154-2027 (Fax) 402.496.2730

ARTICLES OF ASSOCIATION

OF

COPY

SANITARY AND IMPROVEMENT DISTRICT NO. 240
OF SARPY COUNTY, NEBRASKA

KNOW ALL MEN BY THESE PRESENTS: THAT, the undersigned, being all of the owners having an interest in real property within the limits thereof, do hereby associate themselves together for the formation of a sanitary and improvement district under the provisions of Sections 31-727 through 780, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and do hereby adopt these Articles of Association, to-wit:

ARTICLE I.

Name

The name of the District is "Sanitary and Improvement District No. 240 of Sarpy County, Nebraska."

ARTICLE II.

Existence

The existence of the District is perpetual.

ARTICLE III.

Limits

The limits of the District are described as follows:

That part of the Northeast Quarter of Section 33, Township 14 North, Range 11 East of the 6th P.M., Sarpy County, Nebraska, described as follows: Commencing at the northwest corner of the said Northeast Quarter of Section 33; Thence South 02°56'50" East (bearings referenced to the Nebraska State Plane System, NAD83) for 58.20 feet along the west line of the said Northeast Quarter of Section 33 to the south right of way line of Nebraska Highway 370 and the TRUE POINT OF BEGINNING; Thence North 85°46'31" East for 55.01 feet along said south right of way line to the northwest corner of Tax Lot 7; Thence South 02°38'39" East for 99.93 feet to the southwest corner of Tax Lot 7; Thence North 87°25'07" East for 74.83 feet to the southeast corner of Tax Lot 7; Thence North 02°39'03" West for 102.06 feet to the northeast corner of Tax Lot 7 and the said south right of way line of Nebraska Highway 370; Thence North 85°49'54" East for 820.17 feet along said south right of way line; Thence South 89°38'46" East for 300.41 feet along said south right of way line; Thence North 87°05'51" East for 194.70 feet along said south right of way line; Thence North 85°39'08" East for 505.53 feet along said south right of way line; Thence North 89°27'44" East for 448.71 feet along said south right of way line; Thence North 89°45'16" East for 247.80 feet along said south right of way line to the east line of the said Northeast Quarter of Section 33; Thence South

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SARPY COUNTY
DISTRICT COURT
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[Handwritten signature]

02°56'03" East for 62.88 feet along said east line; Thence South 83°15'19" West for 500.83 feet; Thence South 88°20'43" West for 87.84 feet; Thence South 19°19'38" West for 18.56 feet; Thence along a curve to the right (having a radius of 355.00 feet and a long chord bearing South 36°39'51" East for 397.12 feet) for an arc length of 421.43 feet; Thence South 02°39'20" East for 118.99 feet; Thence South 02°39'47" East for 75.05 feet; Thence South 02°56'04" East for 83.70 feet; Thence North 88°20'49" West for 131.57 feet; Thence North 86°45'17" West for 50.02 feet; Thence North 88°42'03" West for 124.09 feet; Thence South 15°30'46" West for 45.55 feet; Thence South 76°22'10" West for 47.85 feet; Thence South 87°20'40" West for 383.66 feet; Thence South 02°39'20" East for 66.05 feet; Thence South 10°54'29" East for 166.15 feet; Thence South 10°22'55" West for 67.80 feet; Thence South 34°14'06" West for 228.32 feet; Thence North 52°44'31" West for 764.70 feet; Thence North 65°29'51" West for 54.81 feet; Thence North 72°37'56" West for 60.63 feet; Thence North 81°12'20" West for 54.42 feet; Thence South 87°20'40" West for 128.00 feet; Thence North 02°39'20" West for 51.18 feet; Thence South 87°20'40" West for 122.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence North 87°20'40" East for 47.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence South 87°20'40" West for 445.53 feet to the west line of the said Northeast Quarter of Section 33; Thence North 02°56'50" West for 382.53 feet along said west line to the Point of Beginning. Contains 39.859 Acres, including 0.049 acre of existing county roadway easement.

ARTICLE IV.

Names, Residences, and Property Descriptions of Owners

There are no known or unknown owners of real property who will be benefited by the District or who are nonresidents of Nebraska who have not joined in its organization; and the names and respective places of residence and descriptions of real property owned by all of those joining in the formation and organization of the District are as follows:

That part of the Northeast Quarter of Section 33, Township 14 North, Range 11 East of the 6th P.M., Sarpy County, Nebraska, described as follow:

Commencing at the northwest corner of the said Northeast Quarter of Section 33;

Thence South 02°56'50" East (bearings referenced to the Nebraska State Plane System NAD83) for 340.73 feet along the west line of the said Northeast Quarter of Section 33 to the TRUE POINT OF BEGINNING;

Thence North 87°20'40" East for 100.00 feet;

Thence South 02°56'50" East for 100.00 feet;

Thence South 87°20'40" West for 100.00 feet to the west line of the said Northeast Quarter of Section 33;

Thence North 02°56'50" West for 100.00 feet along said west line to the Point of Beginning.

Contains 10,000 square feet.

(the "Trustees' Property")

Michael F. Rogers, of 9203 Hickory, Omaha, Douglas County, Nebraska 68124, owning an undivided one-fifth interest in and to the Trustees' Property;

Joseph P. Rogers, of 3810 South 176th Circle, Omaha, Douglas County, Nebraska 68164, owning an undivided one-fifth interest in and to the Trustees' Property;

John C. Rogers, of 21705 Pacific Street, Elkhorn, Douglas County, Nebraska 68022, owning an undivided one-fifth interest in and to the Trustees' Property;

Walter J. Slobotski, of 10386 Redick Avenue, Omaha, Douglas County, Nebraska 68122, owning an undivided one-fifth interest in and to the Trustees' Property; and

Jan L. Fuder, of 9512 "N" Street, Omaha, Douglas County, Nebraska 68127, owning an undivided one-fifth interest in and to the Trustees' Property.

The real property described in the District Boundaries except for the real property described as the Trustees' Property

(the Developer's Property)

Rogers Development, Inc.
8250 Grover Street
Omaha, NE 68124

ARTICLE V.
Purposes and Powers

The purposes for which the District is organized are, in general, to acquire, build, improve, install, maintain, remove, renew, repair, replace, or otherwise conduct or operate electric service lines and conduits, a system of sanitary and storm sewers, a water system, a civil defense warning system, a system of sidewalks, public highways, roads, and streets, public waterways, docks or wharfs, and related appurtenances, dikes and levees for flood protection, and public parks, playgrounds and other recreational facilities, to contract with any one or more corporations, municipalities, or persons for electricity for illumination of public highways, roads, and streets, for gas, for police protection and security services, for water for fire protection and resale to or use by residents within the district, and for disposal of or use of facilities for disposal or refuse, sewage, or other wastes, to contract with other governmental authorities and subdivisions in accordance with the provisions of the Interlocal Cooperation Act (Sections 23-2001 to 23-2007, Reissue Revised Statutes of Nebraska, 1943) as now in effect or as may be hereafter amended, and to perform any one or more other functions now or hereafter permitted under the provisions of Section 31-727 through 780, Reissue Revised Statutes of Nebraska, 1943, as amended, or any other applicable provisions of law; and, for the effectuation of its purposes, the powers of the district include without limitation all powers now or hereafter granted to under said provisions and all other powers now or hereafter granted to public corporations under the law of Nebraska appropriate, convenient, or necessary to said purposes.

ARTICLE VI.
Liabilities of Owners

All of the owners of real property joining in the formation and organization of the District are willing and do obligate themselves to pay the tax or taxes hereafter levied against such property and the special assessment or assessments against real property benefited hereafter assessed against them and also to pay the expenses necessary for installing a sewer, or water system, or both a sewer and water system, the cost of water for fire protection, the cost of grading, changing grade, paving, repairing, graveling, regravelling, widening, or narrowing sidewalks and roads, resurfacing or relaying existing pavement, or otherwise improving any public roads, streets, or highways within the District, the cost of constructing public waterways, docks or wharfs, and related appurtenances, the cost of constructing or contracting for the construction of dikes and levees for flood protection for the District, the cost of contracting for water for fire protection and for resale to residents of the District, the cost of contracting for police protection and security services, and the cost of electricity for street lighting for the public streets and highways within the district, the cost of civil defense warning system, the cost of installing gas and electric service lines and conduits, the cost of acquiring, improving and operating public parks, playgrounds, and recreation facilities, and, where permitted by this section, the cost of contracting for building, acquiring, improving, and operating public parks, playgrounds, and recreational facilities, as provided by the law of Nebraska.

ARTICLE VII.
Board of Trustees

The affairs and business of the District are conducted and operated by a Board of Trustees comprised of five (5) individual owners of real property within the District, elected periodically hereafter by all of the owners having an interest in such property as provided by law; and the names of the initial Trustees who are owners of real property within the District designated to serve until their successors are elected and qualified are as follows:

Michael F. Rogers
Joseph P. Rogers
John C. Rogers
Walter J. Slobotski
Jan L. Fuder

ARTICLE VIII.
Adoption and Amendment

These Articles of Association take effect from and after their execution by all of the owners having an interest in real property within the District and the determination by the District Court of Sarpy County, Nebraska, of the District to be a public corporation of Nebraska; and thereafter the Board of Trustees has authority from time to time, with or without approval of the District Court of Sarpy County, Nebraska, as provided by the law of Nebraska, to alter, amend, or revoke all or any part of these Articles of Association.

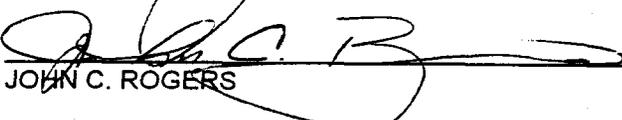
IN WITNESS WHEREOF, the undersigned have executed these Articles of Association on
October 27, 2003.



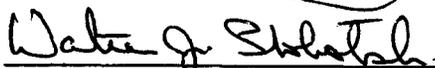
MICHAEL F. ROGERS



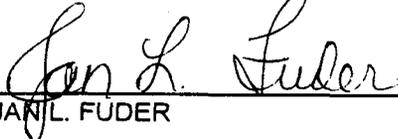
JOSEPH P. ROGERS



JOHN C. ROGERS



WALTER J. SLOBOTSKI



JAN L. FUDER

ROGERS DEVELOPMENT, INC., a Nebraska
corporation,

By 

Michael F. Rogers, President

COPY

IN THE DISTRICT COURT OF SARPY COUNTY, NEBRASKA

IN THE MATTER OF)
)
SANITARY AND IMPROVEMENT DISTRICT)
NO. 240 OF SARPY COUNTY, NEBRASKA)

DOC. CD03

NO. 134
David Hansen
CLERK

PETITION

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SARPY COUNTY
DISTRICT COURT

Come now Petitioners and state:

1. Petitioners are all of the owners having an interest in real property within the limits of proposed Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, more particularly described as set out in Exhibit "A" hereto attached; and no part of such real property is located within the limits of any municipal corporation or used for industrial purposes.

2. Petitioners have this date filed in the office of the Clerk of the District Court of Sarpy County, Nebraska, Articles of Association heretofore duly made and signed by them for the formation and organization of the proposed district more particularly described as set out in Exhibit "B" hereto attached.

3. All of the provisions of Sections 31-727 through 780, Reissued Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law have been completely and fully complied with; and the proposed district should be declared to be a sanitary and improvement district under such Sections.

WHEREFORE, Petitioners pray:

1. That the Court find that all of the owners of the real property described in Exhibit "A" and embraced within the limits of proposed Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, have executed proper Articles of Association for its formation and organization described in Exhibit "B" and have caused this Petition to be filed on their behalf; and

2. That the Court further find, declare, and decree that Sanitary and Improvement District No. 240 of Sarpy County, Nebraska, has been duly and lawfully formed and organized as a public corporation of Nebraska and constitutes a sanitary and improvement district under Sections 31-727 through 780, Reissue Revised Statutes of Nebraska, 1943, as amended, entitled to exercise all powers, privileges, and rights thereto granted by law and that the persons designated as Trustees by its Articles

of Association constitute its initial Board of Trustees to serve until their successors are elected and qualified.

DATED: October 28, 2003.

ROGERS DEVELOPMENT, INC., a Nebraska corporation, MICHAEL F. ROGERS, JOSEPH P. ROGERS, JOHN C. ROGERS, WALTER J. SLOBOTSKI, and JAN L. FUDER, Petitioners

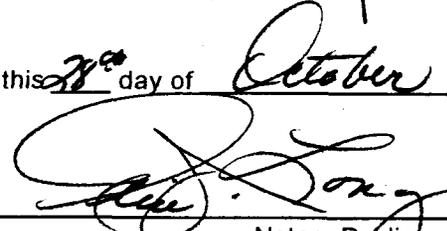
By 
Dennis P. Hogan, III (#11876)
GAINES PANSING & HOGAN LLP
10050 Regency Circle, Suite 200
Omaha, NE 68114 (402) 397-5500

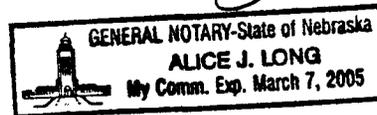
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

Dennis P. Hogan, III, being first duly sworn, on his oath deposes and says that he is one of the attorneys for Petitioners, ROGERS DEVELOPMENT, INC., a Nebraska corporation, MICHAEL F. ROGERS, JOSEPH P. ROGERS, JOHN C. ROGERS, WALTER J. SLOBOTSKI and JAN L. FUDER, that he is duly authorized to file the foregoing Petition on behalf of each of the Petitioners; that he has read and knows its contents; and that the statements therein made are true as he verily believes.


DENNIS P. HOGAN, III

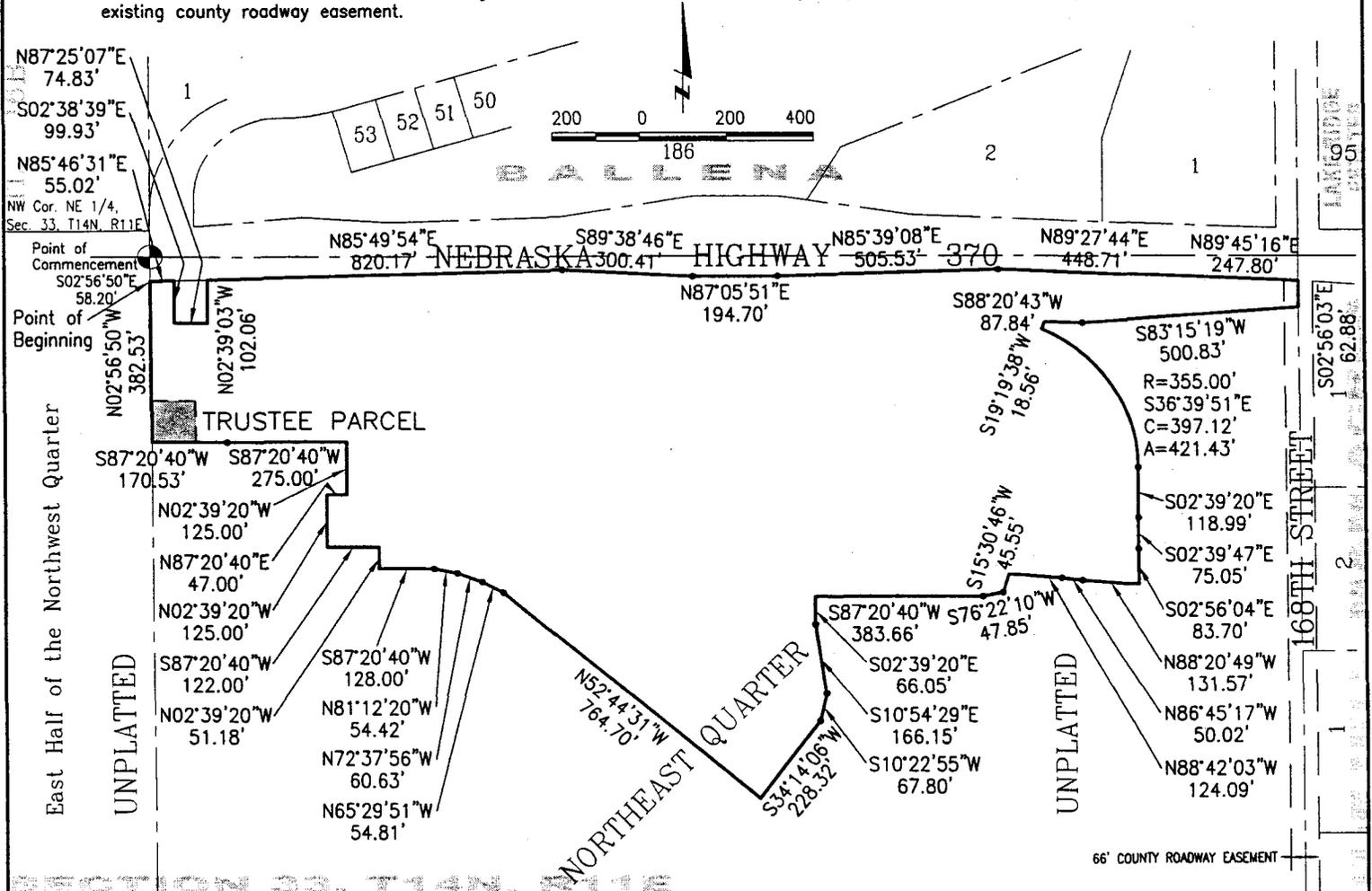
SUBSCRIBED AND SWORN to before me this 28th day of October, 2003.


Notary Public



SID BOUNDARY

That part of the Northeast Quarter of Section 33, Township 14 North, Range 11 East of the 6th P.M., Sarpy County, Nebraska, described as follows: Commencing at the northwest corner of the said Northeast Quarter of Section 33; Thence South 02°56'50" East (bearings referenced to the Nebraska State Plane System, NAD83) for 58.20 feet along the west line of the said Northeast Quarter of Section 33 to the south right of way line of Nebraska Highway 370 and the TRUE POINT OF BEGINNING; Thence North 85°46'31" East for 55.01 feet along said south right of way line to the northwest corner of Tax Lot 7; Thence South 02°38'39" East for 99.93 feet to the southwest corner of Tax Lot 7; Thence North 87°25'07" East for 74.83 feet to the southeast corner of Tax Lot 7; Thence North 02°39'03" West for 102.06 feet to the northeast corner of Tax Lot 7 and the said south right of way line of Nebraska Highway 370; Thence North 85°49'54" East for 820.17 feet along said south right of way line; Thence South 89°38'46" East for 300.41 feet along said south right of way line; Thence North 87°05'51" East for 194.70 feet along said south right of way line; Thence North 85°39'08" East for 505.53 feet along said south right of way line; Thence North 89°27'44" East for 448.71 feet along said south right of way line; Thence North 89°45'16" East for 247.80 feet along said south right of way line to the east line of the said Northeast Quarter of Section 33; Thence South 02°56'03" East for 62.88 feet along said east line; Thence South 83°15'19" West for 500.83 feet; Thence South 88°20'43" West for 87.84 feet; Thence South 19°19'38" West for 18.56 feet; Thence along a curve to the right (having a radius of 355.00 feet and a long chord bearing South 36°39'51" East for 397.12 feet) for an arc length of 421.43 feet; Thence South 02°39'20" East for 118.99 feet; Thence South 02°39'47" East for 75.05 feet; Thence South 02°56'04" East for 83.70 feet; Thence North 88°20'49" West for 131.57 feet; Thence North 86°45'17" West for 50.02 feet; Thence North 88°42'03" West for 124.09 feet; Thence South 15°30'46" West for 45.55 feet; Thence South 76°22'10" West for 47.85 feet; Thence South 87°20'40" West for 383.66 feet; Thence South 02°39'20" East for 66.05 feet; Thence South 10°54'29" East for 166.15 feet; Thence South 10°22'55" West for 67.80 feet; Thence South 34°14'06" West for 228.32 feet; Thence North 52°44'31" West for 764.70 feet; Thence North 65°29'51" West for 54.81 feet; Thence North 72°37'56" West for 60.63 feet; Thence North 81°12'20" West for 54.42 feet; Thence South 87°20'40" West for 128.00 feet; Thence North 02°39'20" West for 51.18 feet; Thence South 87°20'40" West for 122.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence North 87°20'40" East for 47.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence South 87°20'40" West for 445.53 feet to the west line of the said Northeast Quarter of Section 33; Thence North 02°56'50" West for 382.53 feet along said west line to the Point of Beginning. Contains .39.859 Acres) including (0.049 acre of existing county roadway easement.



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Book 02084 Page _____ Date Oct. 15, 2003 Dwn.By JHVD Job Number 02084.01 / 003



Lamp, Rynearson & Associates, Inc.

WWW.LRA-INC.COM

14710 West Dodge Road, Suite 100
Omaha, Nebraska 68154-2027

(Ph) 402.496.2498
(Fax) 402.496.2730

EXHIBIT A

ARTICLES OF ASSOCIATION

OF

SANITARY AND IMPROVEMENT DISTRICT NO. 240
OF SARPY COUNTY, NEBRASKA

KNOW ALL MEN BY THESE PRESENTS: THAT, the undersigned, being all of the owners having an interest in real property within the limits thereof, do hereby associate themselves together for the formation of a sanitary and improvement district under the provisions of Sections 31-727 through 780, Reissue Revised Statutes of Nebraska, 1943, as amended, and all other applicable provisions of law and do hereby adopt these Articles of Association, to-wit:

ARTICLE I.

Name

The name of the District is "Sanitary and Improvement District No. 240 of Sarpy County, Nebraska."

ARTICLE II.

Existence

The existence of the District is perpetual.

ARTICLE III.

Limits

The limits of the District are described as follows:

That part of the Northeast Quarter of Section 33, Township 14 North, Range 11 East of the 6th P.M., Sarpy County, Nebraska, described as follows: Commencing at the northwest corner of the said Northeast Quarter of Section 33; Thence South 02°56'50" East (bearings referenced to the Nebraska State Plane System, NAD83) for 58.20 feet along the west line of the said Northeast Quarter of Section 33 to the south right of way line of Nebraska Highway 370 and the TRUE POINT OF BEGINNING; Thence North 85°46'31" East for 55.01 feet along said south right of way line to the northwest corner of Tax Lot 7; Thence South 02°38'39" East for 99.93 feet to the southwest corner of Tax Lot 7; Thence North 87°25'07" East for 74.83 feet to the southeast corner of Tax Lot 7; Thence North 02°39'03" West for 102.06 feet to the northeast corner of Tax Lot 7 and the said south right of way line of Nebraska Highway 370; Thence North 85°49'54" East for 820.17 feet along said south right of way line; Thence South 89°38'46" East for 300.41 feet along said south right of way line; Thence North 87°05'51" East for 194.70 feet along said south right of way line; Thence North 85°39'08" East for 505.53 feet along said south right of way line; Thence North 89°27'44" East for 448.71 feet along said south right of way line; Thence North 89°45'16" East for 247.80 feet along said south right of way line to the east line of the said Northeast Quarter of Section 33; Thence South

02°56'03" East for 62.88 feet along said east line; Thence South 83°15'19" West for 500.83 feet; Thence South 88°20'43" West for 87.84 feet; Thence South 19°19'38" West for 18.56 feet; Thence along a curve to the right (having a radius of 355.00 feet and a long chord bearing South 36°39'51" East for 397.12 feet) for an arc length of 421.43 feet; Thence South 02°39'20" East for 118.99 feet; Thence South 02°39'47" East for 75.05 feet; Thence South 02°56'04" East for 83.70 feet; Thence North 88°20'49" West for 131.57 feet; Thence North 86°45'17" West for 50.02 feet; Thence North 88°42'03" West for 124.09 feet; Thence South 15°30'46" West for 45.55 feet; Thence South 76°22'10" West for 47.85 feet; Thence South 87°20'40" West for 383.66 feet; Thence South 02°39'20" East for 66.05 feet; Thence South 10°54'29" East for 166.15 feet; Thence South 10°22'55" West for 67.80 feet; Thence South 34°14'06" West for 228.32 feet; Thence North 52°44'31" West for 764.70 feet; Thence North 65°29'51" West for 54.81 feet; Thence North 72°37'56" West for 60.63 feet; Thence North 81°12'20" West for 54.42 feet; Thence South 87°20'40" West for 128.00 feet; Thence North 02°39'20" West for 51.18 feet; Thence South 87°20'40" West for 122.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence North 87°20'40" East for 47.00 feet; Thence North 02°39'20" West for 125.00 feet; Thence South 87°20'40" West for 445.53 feet to the west line of the said Northeast Quarter of Section 33; Thence North 02°56'50" West for 382.53 feet along said west line to the Point of Beginning. Contains 39.859 Acres, including 0.049 acre of existing county roadway easement.

ARTICLE IV.

Names, Residences, and Property Descriptions of Owners

There are no known or unknown owners of real property who will be benefited by the District or who are nonresidents of Nebraska who have not joined in its organization; and the names and respective places of residence and descriptions of real property owned by all of those joining in the formation and organization of the District are as follows:

That part of the Northeast Quarter of Section 33, Township 14 North, Range 11 East of the 6th P.M., Sarpy County, Nebraska, described as follow:

Commencing at the northwest corner of the said Northeast Quarter of Section 33;

Thence South 02°56'50" East (bearings referenced to the Nebraska State Plane System NAD83) for 340.73 feet along the west line of the said Northeast Quarter of Section 33 to the TRUE POINT OF BEGINNING;

Thence North 87°20'40" East for 100.00 feet;

Thence South 02°56'50" East for 100.00 feet;

Thence South 87°20'40" West for 100.00 feet to the west line of the said Northeast Quarter of Section 33;

Thence North 02°56'50" West for 100.00 feet along said west line to the Point of Beginning.

Contains 10,000 square feet.

(the "Trustees' Property")

Michael F. Rogers, of 9203 Hickory, Omaha, Douglas County, Nebraska 68124, owning an undivided one-fifth interest in and to the Trustees' Property;

Joseph P. Rogers, of 3810 South 176th Circle, Omaha, Douglas County, Nebraska 68164, owning an undivided one-fifth interest in and to the Trustees' Property;

John C. Rogers, of 21705 Pacific Street, Elkhorn, Douglas County, Nebraska 68022, owning an undivided one-fifth interest in and to the Trustees' Property;

Walter J. Slobotski, of 10386 Redick Avenue, Omaha, Douglas County, Nebraska 68122, owning an undivided one-fifth interest in and to the Trustees' Property; and

Jan L. Fuder, of 9512 "N" Street, Omaha, Douglas County, Nebraska 68127, owning an undivided one-fifth interest in and to the Trustees' Property.

The real property described in the District Boundaries except for the real property described as the Trustees' Property

(the Developer's Property)

Rogers Development, Inc.
8250 Grover Street
Omaha, NE 68124

ARTICLE V. Purposes and Powers

The purposes for which the District is organized are, in general, to acquire, build, improve, install, maintain, remove, renew, repair, replace, or otherwise conduct or operate electric service lines and conduits, a system of sanitary and storm sewers, a water system, a civil defense warning system, a system of sidewalks, public highways, roads, and streets, public waterways, docks or wharfs, and related appurtenances, dikes and levees for flood protection, and public parks, playgrounds and other recreational facilities, to contract with any one or more corporations, municipalities, or persons for electricity for illumination of public highways, roads, and streets, for gas, for police protection and security services, for water for fire protection and resale to or use by residents within the district, and for disposal of or use of facilities for disposal or refuse, sewage, or other wastes, to contract with other governmental authorities and subdivisions in accordance with the provisions of the Interlocal Cooperation Act (Sections 23-2001 to 23-2007, Reissue Revised Statutes of Nebraska, 1943) as now in effect or as may be hereafter amended, and to perform any one or more other functions now or hereafter permitted under the provisions of Section 31-727 through 780, Reissue Revised Statutes of Nebraska, 1943, as amended, or any other applicable provisions of law; and, for the effectuation of its purposes, the powers of the district include without limitation all powers now or hereafter granted to under said provisions and all other powers now or hereafter granted to public corporations under the law of Nebraska appropriate, convenient, or necessary to said purposes.

ARTICLE VI.
Liabilities of Owners

All of the owners of real property joining in the formation and organization of the District are willing and do obligate themselves to pay the tax or taxes hereafter levied against such property and the special assessment or assessments against real property benefited hereafter assessed against them and also to pay the expenses necessary for installing a sewer, or water system, or both a sewer and water system, the cost of water for fire protection, the cost of grading, changing grade, paving, repairing, graveling, regravelling, widening, or narrowing sidewalks and roads, resurfacing or relaying existing pavement, or otherwise improving any public roads, streets, or highways within the District, the cost of constructing public waterways, docks or wharfs, and related appurtenances, the cost of constructing or contracting for the construction of dikes and levees for flood protection for the District, the cost of contracting for water for fire protection and for resale to residents of the District, the cost of contracting for police protection and security services, and the cost of electricity for street lighting for the public streets and highways within the district, the cost of civil defense warning system, the cost of installing gas and electric service lines and conduits, the cost of acquiring, improving and operating public parks, playgrounds, and recreation facilities, and, where permitted by this section, the cost of contracting for building, acquiring, improving, and operating public parks, playgrounds, and recreational facilities, as provided by the law of Nebraska.

ARTICLE VII.
Board of Trustees

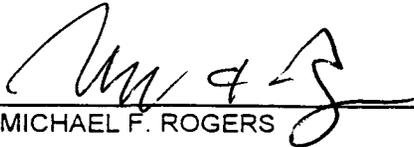
The affairs and business of the District are conducted and operated by a Board of Trustees comprised of five (5) individual owners of real property within the District, elected periodically hereafter by all of the owners having an interest in such property as provided by law; and the names of the initial Trustees who are owners of real property within the District designated to serve until their successors are elected and qualified are as follows:

Michael F. Rogers
Joseph P. Rogers
John C. Rogers
Walter J. Slobotski
Jan L. Fuder

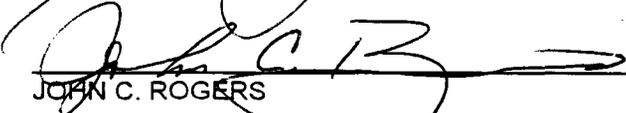
ARTICLE VIII.
Adoption and Amendment

These Articles of Association take effect from and after their execution by all of the owners having an interest in real property within the District and the determination by the District Court of Sarpy County, Nebraska, of the District to be a public corporation of Nebraska; and thereafter the Board of Trustees has authority from time to time, with or without approval of the District Court of Sarpy County, Nebraska, as provided by the law of Nebraska, to alter, amend, or revoke all or any part of these Articles of Association.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Association on October 27, 2003.


MICHAEL F. ROGERS


JOSEPH P. ROGERS


JOHN C. ROGERS


WALTER J. SLOBOTSKI


JAN L. FUDER

ROGERS DEVELOPMENT, INC., a Nebraska corporation,

By 
Michael F. Rogers, President

STATE OF NEBRASKA, }
COUNTY OF SARPY, } ss.

I, Carol Kremer, Clerk of the District Court, in and for Sarpy County in the Second Judicial District of Nebraska, do hereby certify that the above and foregoing is a true copy of
...PETITION;...ARTICLES...OF...ASSOCIATION;...PLAT...&...DECREE.....
.....
entered in a cause in said court whereinIN...THE...MATTER...OF...SANITARY...AND...IMPROVEMENT...
...DISTRICT...NO...240...OF...SARPY...COUNTY...NEBRASKA.....
plaintiff and
.....
~~defendant~~....., Docket CI03..... Page1514....., as the same appear fully upon the records of said Court now in my charge remaining as Clerk aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court at Papillion, this3 day of November..... A.D. 20.....⁰³



CLERK

DEPUTY CLERK