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ARTICLES OF INCORPORATION

OF

[_____]

ARTICLE I

NAME

The name of the Corporation is [_____].

ARTICLE II

DURATION

The period of the Corporation's existence is perpetual.

ARTICLE III

PURPOSES

The Corporation is organized exclusively for charitable and educational purposes. These purposes are:

A. To transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Nebraska, to the extent that such business may be conducted by organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue Law, hereinafter referred to as the "Code."

B. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth herein, and to do all other things incidental

thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or by these Articles of Incorporation.

C. To provide for the relief of the poor and the distressed and the underprivileged, the promotion of social welfare and the lessening of the burdens of government by fostering the availability of decent, safe, sanitary and affordable housing for persons of low and moderate income through the Corporation's participation, directly and indirectly, in the creating, providing, operating and management of such housing.

D. To acquire land and interests in land; to retain and convey interests in such land so as to provide access to land and decent and affordable housing for persons of low and moderate income and to preserve the affordability of such housing in perpetuity; to retain for the community any unearned increment in the market value of such land; and to combat community deterioration in economically disadvantaged neighborhoods by promoting the development, rehabilitation and maintenance of decent and affordable housing in these neighborhoods, by promoting economic opportunities for low and moderate income residents of these neighborhoods by making land available for projects and activities that improve the quality of life in these neighborhoods and by assisting residents of these neighborhoods in improving the safety and well-being of their community.

E. To acquire by purchase, gift, devise, bequeath, lease or otherwise to own, hold, use, maintain, improve, operate, sell, lease and otherwise dispose of real and personal property and to do everything necessary and proper to conduct for such purposes, including the power to borrow funds, to mortgage, and to make, accept, endorse, execute and issue bonds, debentures and promissory notes.

F. To accept gifts and money, securities and personal and real property from any firm, person, corporation, trust, association, organization or agency, of any kind and nature, public governmental or private, to invest and reinvest the funds of the Corporation, to borrow money and issue evidences of indebtedness therefor, and to secure the same by mortgage, pledge or otherwise.

G. In general, to perform and do, either directly or indirectly and either alone or in conjunction or cooperation with other persons and organizations of every kind and nature all acts and things incidental to or in furtherance of the accomplishment of the purposes of the Corporation, and to use and exercise all powers and rights conferred from time to time by the laws of the State of Nebraska upon nonprofit corporations by the Nebraska Nonprofit Corporation Act.

ARTICLE IV

POWERS

The Corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all

powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article III. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

BYLAWS TO REGULATE INTERNAL AFFAIRS

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

ARTICLE VI

DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article III. 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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

ARTICLE VII

NO POWER TO INFLUENCE LEGISLATION

The Corporation shall not participate in any political campaign for or against any candidate for public office or devote a substantial part of its activities to influencing legislation.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is [__Address__], [__City__], [__State__] [__Zip__] and the name of its registered agent at such address is [__Name__].

ARTICLE IX

MEMBERS

The Corporation shall have members as defined and described in the Bylaws of the Corporation.

ARTICLE X

TYPE OF CORPORATION

The Corporation is a public benefit corporation.

ARTICLE XI

NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator is [__Name__], [__Address__], [__City__], [__State__] [__Zip__].

DATED this [____] day of [____], 20__].

[____], Incorporator