

SEP 14 1999

STATE OF NEBRASKA }  
SECRETARY'S OFFICE } SS

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ARTICLES OF INCORPORATION

Allen J. Greenman  
Secretary of State  
By J. K.

In compliance with the requirements of the Nebraska Nonprofit Corporation Act, the undersigned, all of whom are residents of Nebraska and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Marinda Heights Association (the "Association").

ARTICLE II

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial registered office of the Association is located at 1101 South 124th Street, Omaha, Nebraska 68144 and Robert P. Pettegrew at said address is hereby appointed the initial registered agent of this Association.

ARTICLE III

PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the lots and common area within that certain tract of property legally described as:

West 10 feet of Lot 12, All of Lots 13, 14, 15, 16, 17, 18, 19, and 20 and the West 10 feet of Lot 21, All in Block 8, Eckerman Place, together with all vacated alleys adjacent thereto and the North 1/2 of vacated Martha Street adjoining said property on the South, as surveyed, platted and recorded in Douglas County, Nebraska.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to the property and recorded or to be recorded at the Office of the Register of Deeds of Douglas County, Nebraska, and as the same may be amended from time to time as therein provided (the Declaration being incorporated herein as if set forth at length);

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money and, with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area (as defined in the Declaration) to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and exercise any and all powers, rights and privileges and to transact any and all lawful business for which a nonprofit corporation organized under the Nonprofit Corporation Law of the State of Nebraska by law may now or hereafter have or exercise; and

(h) 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 these Articles of Incorporation.

ARTICLE IV

POWERS

The Association 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 act; and, in addition thereto, the Association shall have and exercise all powers and rights, not otherwise denied nonprofit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article III above.

ARTICLE V

BYLAWS TO REGULATE INTERNAL AFFAIRS

The Bylaws of the Association shall regulate the internal affairs of the Association except for any provisions set forth herein.

ARTICLE VI

DISTRIBUTION OF ASSETS ON  
DISSOLUTION OR FINAL LIQUIDATION

The Association is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the income or assets of the Association shall be distributed or inure to the benefit of any individual, including members of the Association. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner as shall at that time qualify under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States

Internal Revenue Law), or to the federal government, or to the State or local government, for a public purpose, as the Board of Directors shall determine.

ARTICLE VII

NO POWER TO INFLUENCE LEGISLATION

The Association shall not in any fashion, directly or indirectly, 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

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject by covenants of record to assessment by the Association, including contract sellers (the "Owners") shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE IX

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant (as defined in the Declaration) and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 31, 1986.

ARTICLE X

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors who need not be members of the Association. The number of directors may be increased by any multiple of three by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act

in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Laura Nielsen Lasher	5409 Franklin Street Omaha, Nebraska 68104
Kenneth I. Nielsen	831 South 51st Street Omaha, Nebraska 68106
Robert P. Pettegrew	220 North 129th Street Omaha, Nebraska 68154

At the first annual meeting the members shall elect one-third (1/3) of the entire Board for a term of one year, one-third (1/3) of the entire Board for a term of two years and one-third (1/3) of the entire Board for a term of three years; and at each annual meeting thereafter the members shall elect one-third (1/3) of the entire Board for a term of three years.

ARTICLE XI

REMOVAL OF DIRECTORS

At any regular meeting of the members (or at any special meeting called for such purpose), any one or more of the directors may be removed with or without cause from the Board of Directors by a vote of the majority of the members, and a successor may be elected in the manner specified in the Bylaws to fill the vacancy then created. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting.



ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: (i) annexation of additional properties, mergers and consolidations; (ii) mortgaging of Common Area; (iii) dedication of Common Area; (iv) dissolution; and (v) amendment of these Articles.

ARTICLE XV

NAMES AND ADDRESSES OF INCORPORATORS

<u>Name</u>	<u>Address</u>
Michael L. Curry	1650 Farnam Street Omaha, Nebraska 68102
Steven W. Seline	1650 Farnam Street Omaha, Nebraska 68102

Dated this 12th day of September, 1983

*Michael L. Curry*  
*Steven W. Seline*