

JUN 15 1984

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Allen J. Berens

ARTICLES OF INCORPORATION

Secretary of State

OF

By *J. K.* \$29.00 per.

226

PICKARD SCHOOL SQUARE TOWNHOMES ASSOCIATION, INC.

The undersigned natural persons of the age of twenty-one years or more acting as incorporators under the Nebraska Nonprofit Corporation Act, as amended, do hereby adopt these Articles of Incorporation.

Article I

Name: The name of the corporation is Pickard School Square Townhomes Association, Inc.

Article II

Duration: The period of duration of the corporation is perpetual, beginning with and following the filing of these Articles of Incorporation in the office of the Secretary of State of Nebraska and the issuing by such officer of a certificate of incorporation.

Article III

Purposes and Powers: The purposes for which the corporation is organized are, in general, without any part of its net earnings inuring to the private benefit of its members, to promote and sustain their social welfare and otherwise provide for their health, pleasure, recreation, safety, and other nonprofitable interest by acquiring and maintaining or contributing to the acquisition and maintenance of common or jointly shared fire, extended coverage, and other insurance, by exercising architectural control and securing compliance with or enforcement of applicable covenants, easements, restrictions, and similar limitations, by providing general exterior maintenance, repairs, and services, security service, weed and other actual or potential nuisance abatement or control, and other community services, by fixing and collecting or abating dues or other charges for financing its operations, by delegating by contract or otherwise to any other Nebraska nonprofit corporation or other professional manager general responsibility for administration and executive management of its affairs, and by undertaking any one or more other activities appropriate, convenient, or necessary to promote or sustain any such interest, to acquire by purchase or otherwise, hold for investment or otherwise, or dispose of for profit or otherwise any interest in or species of personal or real property wherever located, and to engage in any other venture for the mutual nonprofitable interests of its members for which a corporation may be organized under the Nebraska Nonprofit Corporation Act, as amended; and, for the effectuation of its purposes, the powers of the corporation include without limitation all powers as now or hereafter permitted by applicable law to be exercised by a nonprofit corporation and the power to do or perform to the fullest extent as might a natural person any act appropriate, convenient, or necessary for its purposes and not forbidden by applicable law to be done or performed by a nonprofit corporation.

COPY

Article IV

Members: Each owner of a Lot in Pickard School Townhomes located upon Lots 2, 3 and 4, Pickard School Square, an Addition to the City of Omaha, Douglas County, Nebraska, shall be a member of the corporation. A member of the corporation is subject individually and personally to its power in the manner set out in its By-Laws to fix and collect or abate partly or wholly dues and other charges, to establish membership classes, to impose disciplinary measures by denial of membership privileges partly or wholly or otherwise for failure to pay such dues or charges or for otherwise improper action or conduct, and to regulate voting rights by denial or extension thereof partly or wholly to any member of membership class; but no member has any individual or personal liability or other responsibility for any of the debts or other obligations of the corporation or property in or title to any of its personal or real property.

Article V

Registered Office and Agent: Subject to change from time to time as permitted by applicable law, the street address of the initial registered office of the corporation is Suite 200, 222 South 72nd Street, Omaha, Nebraska 68114; and subject to change in a like manner, the name of its initial registered agent at such address is Irving B. Epstein.

Article VI

Directors and Officers: The affairs of the corporation are managed by a board of not fewer than three directors (who shall be members or spouses of members of the corporation) or of such greater or other number of directors as permitted by applicable law and from time to time determined in the manner set out in its By-Laws and by a president, a vice president, a secretary, treasurer, and such one or more other officers or assistants thereto as from time to time found to be appropriate, convenient, or necessary for the management of its affairs; and until the election or appointment and the qualification of their respective successors, the directors comprising the initial Board of Directors of the corporation are three in number whose names and respective street addresses are:

Anton L. Novotny	12524 Southdale Drive, Omaha, Nebraska
Rosalie J. Novotny	12524 Southdale Drive, Omaha, Nebraska
Michael A. Novotny	4871 South 136 Street, Omaha, Nebraska

Article VII

Incorporators: The names and respective street addresses of the incorporators of the corporation are:

Irving B. Epstein	#200, 222 South 72 Street, Omaha, Nebraska
Anton L. Novotny	12524 Southdale Drive, Omaha, Nebraska

Article VIII

By-Laws: The directors of the corporation have authority to adopt its initial By-Laws with any provisions found to be appropriate, convenient, or necessary for the management of

its affairs and not inconsistent with applicable law or these Articles of Incorporation and from time to time in the manner set out therein to alter, amend, or revoke all or any part of its By-Laws.

Article IX

Amendment: The directors of the corporation have authority from time to time in the manner set out in its By-Laws to alter, amend, or revoke all or any part of these Articles of Incorporation.

Dated this 13 day of June, 1984.

Richard L. Hartley
Incorporator

Living B. Epstein
Incorporator

ST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND
EASEMENTS FOR PICKARD SCHOOL SQUARE TOWNHOMES ASSOCIATION, INC.

As First Amendment is entered into on the date hereinafter set forth
by the undersigned Owners to amend the Declaration of Covenants,
Conditions, Restrictions and Easements for Pickard School Square Townhomes
Association, Inc. (the "Declaration") dated June 13, 1984, recorded in
Book 712, Page 395 of the Register of Deeds, Douglas County, Nebraska.
All undefined capitalized terms used herein shall have the meanings
assigned to such terms in the Declaration.

WITNESSETH:

WHEREAS, the Declaration, in Article VI, Section 5, restricts the use of
special assessments by the Association to capital improvements within a
driveway, ingress and egress easements, or utility easements; and

WHEREAS, the Owners desire to authorize the Association to levy special
assessments, with the written approval of at least two-thirds of the
Owners, for any expenditure included in the budget adopted for the year in
which such special assessment is to be levied;

Now, THEREFORE, the Declaration is amended as follows:

Section 1. Amendment To Article VI, Section 5. Article VI, Section 5 of
the Declaration is hereby amended by deleting such section in its entirety
and inserting in lieu thereof the following:

*Section 5, Special Assessments. In addition to the interim and
annual assessments authorized above, the Association may levy in any
assessment year a special assessment, applicable to that year only, for
the purpose of defraying the cost of any expenditure included in the
budget adopted for that year; provided that any such special assessment
shall have the assent in writing of two-thirds of Owners voting in person
or by proxy at a meeting duly called for the purpose of approving such
special assessment.

Section 2. Effective. This First Amendment shall take effect immediately
upon its execution by the Owners of not less than two-thirds of the Lots
subject to the Declaration and its recordation.

IN WITNESS WHEREOF, the undersigned Owners have executed this First
Amendment To Declaration of Covenants, Conditions, Restrictions and
Easements For Pickard School Square Townhomes Association, Inc. as of
December 6, 1990.

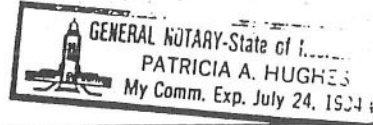

President
LEON E. FITZPATRICK
(print name)

Leon E. FITZPATRICK
DORCAS PLAZA

te of Nebraska
ounty of Douglas

The foregoing instrument was acknowledged before me on December 6,
990 by Ken & Patricia

Patricia A. Hughes
Notary Public



Notarial Seal

Lots 2 thru 9 & Lt 10 except

Described as follows: Beginning at the southwest corner of
said Lot 10; thence N0°0'33"E (bearings based on Pickard
School Square recorded plat) for 130.25 feet to the north-
west corner of said Lot 10; thence S89°46'04"E for 26.74
feet to the northeast corner of said Lot 10; thence
S0°0'0"E for 130.26 feet along the east line of said
Lot 10 to the south line of said Lot 10; thence N89°46'04"
W for 26.74 feet to the point of beginning.

in Pickard School Square

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GEORGE J. BILLORE
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR PICKARD SCHOOL SQUARE TOWNHOMES ASSOCIATION, INC.

This Second Amendment is entered into on the date hereinafter set forth among the Owners to amend the Declaration of Covenants, Conditions, Restrictions and Easements for the Pickard School Square Townhome Association, Inc. (The Declaration") dated June 13, 1984, recorded in Book 712, Page 395 of the Register of Deeds, Douglas County, Nebraska. All undefined capitalized terms used herein shall have the meanings assigned to such terms in the Declaration.

WITNESSETH:

HEREAS, the Declaration, in Article VII, Section K, restricts the installation of fences; and

HEREAS, the Owners desire to authorize the installation of fences under certain circumstances;

Now, THEREFORE, the Declaration is amended as follows:

Section 1. Amendment To Article VII, Section K. Article VII, Section K is hereby amended by deleting such section in entirety and inserting in lieu thereof the following:

"Section K, no fences shall be permitted without the advance, written approval of the Board of Directors. Fences will be installed to conform to the local statutes, rules or regulations of the City. The expenses for installation, maintenance, repair, and any necessary relocation of lawn sprinkling terminals will be at the expense of the homeowner."

Section 2. Effective. The Second Amendment shall take effect immediately upon its execution by the Owners of not less than two-thirds of the Lots subject to the Declaration and its recordation.

I WITNESS WHEREOF, the Owners have executed this Second Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for the Pickard School Square Townhome Association, Inc. as of October 30, 1991.

Leon E. Fitzpatrick
By *President*

Leon E. FITZPATRICK
(Print Name)

Leon E. FITZPATRICK
6207 DORCAS PLAZA
OMAHA, NE 68106

Leon E. FITZPATRICK
6207 DORCAS PLAZA
OMAHA, NE 68106

State of Nebraska
County of Douglas

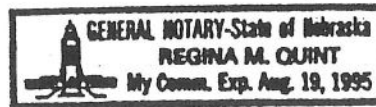
The foregoing instrument was acknowledged before me on

September 29, 1992

Regina M. Quint

Notary Public

Sept 29, 1992



Notarial Seal

LOTS 2 thru 9 & Lot 10 except

described as follows: Beginning at the southwest corner of said Lot 10; thence N0°0'33"E (bearings based on Pickard School Square recorded plat) for 130.25 feet to the north-west corner of said Lot 10; thence S89°46'04"E for 26.74 feet to the northeast corner of said Lot 10; thence S0°0'0"E for 130.26 feet along the east line of said Lot 10 to the south line of said Lot 10; thence N89°46'04"W for 26.74 feet to the point of beginning.

in Pickard School Square

RECEIVED

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GEORGE J. GUDENOW
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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