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ARTICLES OF INCORPORATION

In compliance with the requirements of Sections 21-1901 to 21-1991, R.R.S. Nebraska, 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 corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is GLENBROOK HOMES ASSOCIATION, hereafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 5008 Dodge Street, Omaha, Nebraska 68132, and Glenn L. Buck at said address is hereby appointed the initial registered agent of this Association.

ARTICLE III

The names and addresses of each incorporator are as follows:

Glenn L. Buck 5008 Dodge St., Omaha, Neb. 68132

Richard H. Abernathy, Jr. 5008 Dodge St., Omaha, Neb. 68132

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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 such maintenance, preservation and architectural control of the residence lots within the tracts of property hereinafter described as is required in the Declarations of Covenants, Conditions and Restrictions, hereinafter called "Declarations", applicable to each said tract of property and recorded or to be recorded in the Office of the Register of Deeds of Douglas County, Nebraska, and to provide for the maintenance and repair of all non-dedicated pedestrian or vehicular traffic-ways or easements, including street lights, located within said property, and to provide for owning and/or leasing, maintaining, preserving and operating the Common Area and the facilities therein, to-wit:

TRACT A: Lots One (1) through Seventy-Four (74), inclusive, Woodgate, a subdivision, being a replat of Lots One (1) through Four (4), inclusive, Glenbrook, a subdivision, in Douglas County, Nebraska;

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TRACT B: Lots "A" through "I", inclusive, and Lots 1 through 157, inclusive, all in Glenbrook, a subdivision, 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 these purposes to:

(a) exercise all of the powers and privileges to perform all of the duties and obligations of the Association as set forth in said Declarations, as the same may be amended from time to time as therein provided, said Declarations 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 said Declarations; 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, including the granting of long-term ground leases of certain parcels of said Common Area in Tract A on which garages or carports may be constructed, and necessary easementways to the owners thereof for the purposes of ingress and egress to and from said garages.

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, lease 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 to any public agency, another non-profit corporation for use for purposes similar to those for which this Association was created, 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;

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(f) contract with other non-profit corporations organized for the same purposes to extend to residents within the jurisdiction of such other non-profit corporations the license and right to use said Common Area and the facilities therein, upon payment of appropriate contributions by such other non-profit corporations for the maintenance, preservation and operation of said Common Area and facilities.

(g) participate in mergers and consolidations with other non-profit 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;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Nebraska by law may now or hereafter have or exercise;

(i) cause the exterior of the dwellings, garages and other related structures to be maintained in both of said Tracts, and to insure said dwellings in Tract A only against casualty loss.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot (as defined in said Declarations) which is subject by covenants of record to assessment by the Association, including contract sellers, 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 VI

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 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.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GLENBROOK HOMES ASSOCIATION

Miss Ann 77-8
1233
Blumensack

The undersigned, as President and Secretary of Glenbrook Homes Association, a Nebraska nonprofit corporation, hereby make and execute the following Articles of Amendment:

1. The name of the corporation is GLENBROOK HOMES ASSOCIATION.

2. (A) Article IV(i) of the Articles of Incorporation has been wholly amended to read as follows:

"(i) Cause the exterior of the dwellings, garages and other related structures to be maintained."

(B) Article IV(f) has been amended by adding the following sentence: "as long as there is a Class B member, such contracts shall be limited to one year."

(C) Article XI has been added to read as follows:

ARTICLE XI

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: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles."

3. Said amendment was adopted by the members of the corporation at a meeting on May 16, 1977, a quorum being present, by a vote of seventy-five (75%) percent of the outstanding membership votes.

EXECUTED this 17th day of May, 1977.



R. D. Blumensack
President
Phyllis S. Fried
Secretary

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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 (as defined in the Declaration) 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 December 31, 1980.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three 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 By-Laws 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>
Glenn L. Buck	5008 Dodge Street, Omaha, Neb. 68132
Richard H. Abernathy, Jr.	5008 Dodge Street, Omaha, Neb. 68132
Cynthia A. Swetland	5008 Dodge Street, Omaha, Neb. 68132

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 VIII

DISSOLUTION

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, other than inci-

dent to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or another non-profit corporation for use for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetual.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 per cent (75%) of the outstanding membership votes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 24th day of October, 1973.

Richard H. Abernathy, Jr.
Richard H. Abernathy, Jr.

Glenn L. Buck
Glenn L. Buck

RECORDED IN COUNTY CLERK'S OFFICE DOUGLAS COUNTY, NEBRASKA ON
NOV-1-1973 BY LEO W. KILMER, COUNTY CLERK
2:12 P.M.

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