

of

Wellington Greens Homes
Association, Inc.

Lincoln

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perpetual

R.A.
James A. Strauss
3815 Touzalin Avenue
Lincoln, Nebraska

Receipt No. A 53434

STATE OF NEBRASKA }
SECRETARY'S OFFICE } SS

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Frank Marsh
Secretary of State
By B. Epley

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ARTICLES OF INCORPORATION
OF
WELLINGTON GREENS HOMES ASSOCIATION, INC.

We, the undersigned, James A. Strauss, 1630 Brent, Lincoln, Nebraska, and Willis R. Hecht, 400 Lyncrest Drive, Lincoln, Nebraska, hereby associate ourselves for the purpose of establishing a non-profit corporation under and pursuant to the Nebraska Nonprofit Corporation Act, and do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be WELLINGTON GREENS HOMES ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II.

The registered office of the Association in the State of Nebraska is to be located at 3815 Touzalin Avenue, Lincoln, Nebraska. The name and address of its registered agent in the State of Nebraska is James A. Strauss, whose business address is 3815 Touzalin Avenue, Lincoln, Nebraska.

ARTICLE III.

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 the maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property platted as Wellington Greens, an addition to Lincoln, Lancaster 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 by annexation, as hereinafter provided, and for these purposes the Association shall:

(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, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Register of Deeds of Lancaster County, Nebraska, and as the same may be amended from time to time as therein provided, said 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, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) have to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Nebraska by law may now or hereafter have or exercise.

ARTICLE IV.

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE V

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article IV with the exception of the Developer. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article IV. When more than one person holds such 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 shall be the Developer (as defined in the Declaration). The Class B member shall be entitled to four (4) votes for each Lot in which it holds the interest required for membership by Article IV, provided that 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 1, 1972.

ARTICLE VI

The affairs of this Association shall be managed by a Board of Directors consisting of three or more persons who need not be members of the Association. The number of directors, not fewer than three, shall be fixed by 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>
James A. Strauss	1630 Brent, Lincoln, Nebraska
Lee A. Almquist	1221 Mulder Drive, Lincoln, Nebraska
Willis R. Hecht	400 Lyncrest Drive, Lincoln, Nebraska

The directors shall be elected at the annual meeting of members and shall hold office for one year and until their successors shall have been duly elected and qualified.

The officers of the Association shall be a president, a vice president, a secretary and a treasurer, to be elected by the Board of Directors for a term of one year, and which said officers shall hold office and serve until their successors are elected and qualified. Said officers may, but need not be members of the Association, and one or more offices specified may be held by the same person, except the offices of president and secretary. Said officers shall have all of the powers customarily incident to their offices, and as may be more particularly set forth in the By-Laws of the Association.

The time for the holding of the annual meeting of members, and the time for the holding of the annual meeting of directors whereat the officers shall be elected, shall be as provided in the By-Laws of the Association.

The names and addresses of the persons who are to act in the capacity of officers until the selection of their successors are:

<u>Name</u>	<u>Address</u>
President - James A. Strauss	1630 Brent, Lincoln, Nebraska
Vice President - Willis R. Hecht	400 Lyncrest Drive, Lincoln, Nebraska
Secretary and Treasurer - Lee A. Almquist	1221 Mulder Drive, Lincoln, Nebraska

ARTICLE VII

The Association shall have no capital stock and shall declare no dividends, and none of the income therefrom may accrue to the benefit of the members, directors, officers or incorporators,



except that the Association may pay compensation in a reasonable amount to its members, directors, incorporators and officers for services rendered.

ARTICLE VIII

The private property of the incorporators, members, directors and officers of this Association shall not be subject to the payment of Association debts to any extent whatever, except as otherwise specifically provided in the Declaration or in these Articles.

ARTICLE IX

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$ 75,000.00 while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

ARTICLE X

At any time within five years from the date of this Declaration, Developer may, by instrument duly executed by it, approved by The City of Lincoln and recorded, add additional land to the property as defined in the Declaration, and no consent or approval of other members of the Association shall be required.

ARTICLE XI

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE XII

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the Class B membership, if any.

ARTICLE XIII

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to the City of Lincoln, with its consent, for such purposes and subject to such conditions as may be agreed to by The City of Lincoln and the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XIV

Subject to the approval of The City of Lincoln, the Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to The City of Lincoln to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XV

The existence of this corporation shall be from the filing of these Articles as provided by law and shall be perpetual.

ARTICLE XVI

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership, and the consent of The City of Lincoln.

ARTICLE XVII

In the event that the general plans for the property shall have been submitted to the Federal Housing Administration and/or the Veterans Administration for processing and shall have been approved by those agencies, or either of them, to qualify for loans to be insured by them, then the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration and subject to such terms and conditions as those agencies may require: annexation of additional land to the property; mergers and consolidations; mortgaging of Common Area; dedication of Common Area; dissolution of the Association and amendment of Articles.

ARTICLE XVIII

In order to take action under Articles IX through XVII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership, if any, are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 23rd day of MARCH, 1967.

INCORPORATORS

James A. Strauss
1630 Brent, Lincoln, Nebraska

Willis R. Hecht
400 Lyncrest Dr., Lincoln, Nebraska

STATE OF NEBRASKA :
 : ss.
Lancaster County :

On this 23rd day of MARCH, 1967, before me the undersigned, a Notary Public duly commissioned and qualified for said County, personally came James A. Strauss and Willis R. Hecht, to me personally known to be the identical persons whose names are affixed to the foregoing Articles of Incorporation as incorporators, and they and each of them acknowledged said instrument to be their voluntary act and deed, and they deposed that the facts therein stated are true and correct.

Witness my hand and notarial seal the date last above written.

Kathleen R. Shinn
Notary Public

