

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Articles of Incorporation of

JOSLYN CASTLE TOWNHOMES ASSOCIATION

with its registered office located in OMAHA, Nebraska, as filed in this office on July 28, 2009.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State of
Nebraska on July 28, 2009.

John A. Gale
SECRETARY OF STATE



This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.

JOSLYN CASTLE TOWNHOMES ASSOCIATION

ARTICLES OF INCORPORATION

In compliance with the requirements of Sections 21-1901 to 21-1900.177, 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 ONE

The name of the corporation is JOSLYN CASTLE TOWNHOMES ASSOCIATION, hereafter called the "Association".

ARTICLE TWO

The initial registered office of the Association is located at 7602 Pacific Street, Suite 300A, Omaha, Nebraska 68114 and Margaret A. Badura at said address is hereby appointed the initial registered agent of this Association.

ARTICLE THREE

The name(s) and address of each incorporator (lot owners of record) are as follows:

Lot 1:	3815 Davenport Street, Omaha, NE 68131	Margaret A. Badura
Lot 2:	3817 Davenport Street, Omaha, NE 68131	Laurence F. Lesiak, Eileen R. Lesiak <i>Eileen R. Lesiak 6/10/09</i> Lesiak & Jacquelyn T. Lesiak
Lot 3:	3819 Davenport Street, Omaha, NE 68131	Laurence F. Lesiak and Eileen R. Lesiak
Lot 4:	3821 Davenport Street, Omaha, NE 68131	Garry Griffith and Doug Lanc
Lot 5:	141 North 38 th Avenue, Omaha, NE 68131	Ashanti Zuri
Lot 6:	139 North 38 th Avenue, Omaha, NE 68131	Dale W. Harkert
Lot 7:	137 North 38 th Avenue, Omaha, NE 68131	Sudershan L. Batheja and Sonia L. Batheja <i>Sonia L. Batheja 6/14/09</i> Sonny R. Batheja
Lot 8:	135 North 38 th Avenue, Omaha, NE 68131	Linda Hughes

ARTICLE FOUR

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 maintenance, improvement, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

Lots One (1) through Nine (9), inclusive, Joslyn Castle Townhomes, an Addition to the City of Omaha, being part of a replat of Lots Nineteen (19) and Twenty (20), Block Two (2), Kilby Place, an Addition to the City of Omaha, 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 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 Douglas 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 dues, fees, charges or assessments pursuant to the terms of the Declaration or the Association's By-Laws; 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) with the consent of three-fourths (3/4) of the Owners of Lot One (1) through Lot eight (8), 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 consent of three-fourths (3/4) of the owners of Lot One (1) through Lot Eight (8), mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property with the consent of the owners of three-fourths (3/4) of the owners of Lot One (1) through Lot Eight (8) 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, authority, or utility for such purposes and subject to such conditions as may be agreed to by the owners of Lot One (1) through Lot Eight (8). No such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of the owners of Lot One (1) through Lot Eight (8), agreeing to such dedication, sale or transfer;

f) participate in mergers and consolidations with other nonprofit organization organized for the substantially similar purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the consent of three-fourths (3/4) of the owners of Lot (1) through Lot Eight (8);

(g) to contract for and to pay utility and other bills in connection with the Common Area (Lot Nine (9));

(h) cause the exterior of the dwellings and the common area (Lot Nine (9)) to be maintained;

(i) enter in contracts for snow removal, lawn care, landscaping and other services for the collective benefit of Lot One (1) through Lot Nine (9); and

(j) have and to exercise any and all powers, rights and privileges which an organization organized under the Nonprofit Corporation Act of the State of Nebraska by law may now or hereafter have or exercise;

ARTICLE FIVE MEMBERSHIP

Every person or entity who is a record owner of a fee or un-divided 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; provided, however, if there is more than one record owner of a lot, such lot shall have only one vote with respect to matters of the Association and any matter requiring a quorum, majority or consent of three-fourths (3/4) of owners of Lots 1 - 8 shall be determined solely on the basis of one owner per lot. 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 SIX VOTING RIGHTS

The Association shall have one class of voting membership. Members shall be all owners of Lot One (1) through Lot Eight (8) and shall collectively 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 such members they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE SEVEN DIRECTORS/OFFICERS

The affairs of this Association shall be managed by a Board of three Directors and Officers as provided in the By-Laws, who shall 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:

Director/Officer 1 (initial term one (1) year): Jaquelyn T. Lesiak

Director/Officer 2 (initial term two (2) years): Sundershan L. Bathelji

Director/Officer 3 (initial term three (3) years). Linda Hughes

At each annual meeting, members shall elect one-third of the entire Board for a term of three years.

ARTICLE EIGHT
DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than three-fourths (3/4) of the owners of Lot One (1) through Lot Eight (8). Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE NINE
DURATION

The corporation shall exist perpetually.

ARTICLE TEN
AMENDMENTS

Amendment of these Articles shall require the consent of three-fourths (3/4) of the owners of Lot One (1) through Lot Eight (8).

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 15 day of June, 2009.

Margaret A. Badura
Record Owner(s) of Lot 1

Josephine Kuslak 6.14.09
Record Owner(s) of Lot 2

Maquellyn Luwak 6/14/09

Record Owner(s) of Lot 3

George J. ... 6/24/09

Record Owner(s) of Lot 4

Chandra ... 6/14/09

Record Owner(s) of Lot 5

...

Record Owner(s) of Lot 6

Sudershan L. Bathija 6/14/09

Record Owner(s) of Lot 7

... 6/14/09

Record Owner(s) of Lot 8

STATE OF NEBRASKA ♦ SECRETARY OF STATE'S OFFICE
1445 "K" STREET • STATE CAPITOL SUITE 1301 • LINCOLN, NE • 68509
BUSINESS SERVICES DIVISION

CORPORATIONS

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UNIFORM COMMERCIAL CODE

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NOTARY

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JOHN A. GALE
Secretary of State

www.sos.state.ne.us

JUDY JOBMAN
Deputy Secretary of State

THE LAW OFFICE OF MARGARET A. BADURA
ATTN: MARGARET A. BADURA
THE WEAR BUILDING, SUITE 300A
7602 PACIFIC STREET
OMAHA, NE 68114

July 28, 2009

ACKNOWLEDGEMENT OF FILING

The document(s) listed below were filed with the Nebraska Secretary of State's Office, Corporation Division. A label has been affixed to each filing signifying the filing stamp for the Nebraska Secretary of State's Office, Corporation Division. This filing label indicates the date and time of the filing and also references a document number that can be used to reference this filing in the future.

Please remember it is your responsibility to notify the Secretary of State's office of any change(s) in the information you filed.

ACKNOWLEDGEMENT OF FILING FEES RECEIVED

Action/Service	Company/Entity Name	Fee Received
Articles Perpetual	JOSLYN CASTLE TOWNHOMES ASSOCIATION	60.00
Per Page Charge	JOSLYN CASTLE TOWNHOMES ASSOCIATION	25.00
Certificate	JOSLYN CASTLE TOWNHOMES ASSOCIATION	10.00
	Total Fees Received	\$95.00

CODY
Filing Officer