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**ARTICLES OF INCORPORATION  
OF  
BELLE MEADE CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the Nebraska Condominium Act and the Nebraska Nonprofit Corporation Act, the undersigned, all of whom have voluntarily associated themselves together for the purposes of forming a non-profit corporation, hereby state:

**ARTICLE I.  
NAME**

The name of the corporation is Belle Meade Condominium Association, Inc. (the "Association").

**ARTICLE II.  
TYPE**

The Association is a mutual benefit corporation.

**ARTICLE III.  
REGISTERED AGENT**

The name and address of the Association's registered agent in Nebraska is Thomas F. Flaherty, 409 South 17<sup>th</sup> Street, Suite 500, Omaha, Nebraska 68102.

**ARTICLE IV.  
NAMES AND ADDRESSES OF EACH INCORPORATOR**

The names and addresses of each incorporator of the Association are:

Loren Gunderson	2618 173 Avenue SE Argusville, North Dakota 58005
Thomas C. Jackson	1418 North 128 <sup>th</sup> Circle Omaha, Nebraska 68154
James E. Lang	11718 Nicholas Street, Suite 101 Omaha, Nebraska 68154

**ARTICLE V.  
MEMBERS**

The Association shall have members. The members of the Association shall consist of one natural person per Dwelling Unit in Belle Meade Condominium, which natural person must be a Unit Owner of Record of the Dwelling Unit and which natural person must be the legal or equitable owner, directly or indirectly, of fifty percent or more of the interest in the Dwelling Unit. The foregoing is not intended to include mortgagees, trustees holding deeds of trust, or other 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 Unit which is subject to assessment by the Association.

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W0388018.01  
070805ARTICLE VI.  
DISSOLUTION

The Association may be dissolved only by agreement of members of Belle Meade condominium Units as to which at least eighty percent of the votes in the Association are allocated; provided however, in the event of substantial destruction or condemnation of the Condominium, the Condominium may be terminated only with the approval of sixty-seven percent or more of the votes in the Association and by mortgagees representing not less than fifty-one percent of the votes allocated to Units that are subject to such mortgages.

ARTICLE VII.  
PURPOSES AND POWERS

The Association is formed to provide for the maintenance, preservation and architectural control of the Units, Limited Common Elements and Common Elements within Belle Meade Condominium, a Condominium in Omaha, Douglas County, Nebraska, and to promote the health, safety, recreation and welfare of the Unit Owners of units in Belle Meade Condominium, including the following:

- (a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Condominium Declaration of Belle Meade Condominium (the "Declaration") 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 verbatim herein, and all capitalized terms used herein shall have the meanings ascribed to them in the Declaration;
- (b) to have and exercise all of the rights, powers and authority granted to Unit Owners associations by Section 76-860 of the Nebraska Revised Statutes, as amended from time to time, to fix, levy, collect and enforce the payment of all charges or assessments pursuant to the terms of the Declaration and the Bylaws of the Association; 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) to 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; and
- (d) to have and 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 have or hereafter have or exercise.

ARTICLE VIII.  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors ("Executive Board") who need not be members of the Association. The names and addresses of the initial Executive Board are:

Loren Gunderson

2618 173 Avenue SE  
Argusville, North Dakota 58005

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Thomas C. Jackson            1418 North 128<sup>th</sup> Circle  
   Omaha, Nebraska 68154


James E. Lang                 11718 Nicholas Street, Suite 101  
   Omaha, Nebraska 68154

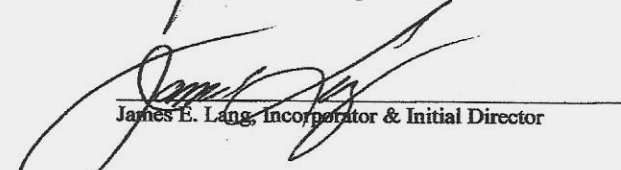
ARTICLE IX.  
AMENDMENTS

These Articles may be amended only by the vote or agreement of Unit Owners of Units as to which at least sixty-seven percent or more of the votes in the Association are allocated.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Nebraska, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7 day of July, 2005.

  
\_\_\_\_\_  
Loren Gunderson, Incorporator & Initial Director

  
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Thomas C. Jackson, Incorporator & Initial Director

  
\_\_\_\_\_  
James E. Lang, Incorporator & Initial Director