NE Sec of State - Robert B. Evnen
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Corporation Name: GALLERY 23 EAST TOWNHOME ASSOCIATION, INC.
Filing Date and Time: 06/18/2019 04:12 PM

ARTICLES OF INCORPORATION

OF

GALLERY 23 EAST TOWNHOME ASSOCIATION, INC.

The undersigned, for the purpose of incorporating a not-for-profit corporation under the Nebraska Nonprofit Corporation Act, does hereby certify and adopt the following Articles of Incorporation ("Articles").

ARTICLE I.
Name

The name of the Corporation is Gallery 23 East Townhome Association, Inc., hereinafter referred to as the "Association."

ARTICLE II.
Designation

The Association is a mutual benefit corporation.

ARTICLE III.
Duration

The Association shall have perpetual duration.

ARTICLE IV.
Purposes of the Association

The purpose of the Association shall be to act as the Association under the Declaration of Covenants, Conditions, Restrictions and Easements for Gallery 23 East Townhomes in Dodge County, Nebraska, dated May 30, 2019, filed with the Dodge County Register of Deeds on June 3, 2019, recorded as Document Number 201902509, and any declarations recorded against subsequent phases, all as may be amended from time to time (herein collectively referred to as the "Declarations"), for the health, safety, recreation, welfare and enjoyment of the residents of Gallery 23 East Townhomes, all of which are located within Gallery 23 East, a subdivision, as surveyed, platted and recorded in Dodge County, Nebraska, together with such additional townhome lots as shall be developed in additional residential phases or parts of Gallery 23 East (herein the "Townhome Lots"). As of the filing of these Articles, the Townhome Lots include Block 1, Lots 1 through 10; Block 2 Lots 1 through 10; Block 3, Lots 1 through 33; Block 4, Lots 1 through 25; Block 5, Lots 1 through 13, all located in Gallery 23 East Addition, a subdivision located in part of the NW ¼ of Section 17, Township 17, Range 9 east of the 6th P.M. in Dodge County, Nebraska.

ARTICLE V.
Membership and Voting

The Association shall have members. For purposes of these Articles and the Declaration, the term "owner" of a Townhome Lot means and refers to the record owner, whether one or more persons or entities, of fee simple title to a Townhome Lot, but excluding, however, those parties having any interest in any of such Townhome Lots merely as security for the performance of an obligation (such as a contract seller, the trustee or beneficiary of a deed of trust, or a mortgagee). The purchaser of a Townhome Lot under a land contract or similar instrument shall be considered to be the "owner" of the Townhome Lot for purposes of these Articles. Membership shall be appurtenant to ownership of each Townhome Lot. The owner of each Townhome Lot, whether one or more persons and entities, shall be a Member and shall be entitled to one (1) vote on each matter properly coming before the Members of the Association.

ARTICLE VI.
Powers and Dissolution

The Association shall have all of the powers conferred upon not-for-profit corporations under the Nebraska Nonprofit Corporation Act. Without limitation of the foregoing, the Association shall have the powers and authority described in the Declaration, as amended from time to time, including the power to fix, charge and collect charges, dues and assessments to members of the Association. No part of the net earnings of the Association shall inure to the benefit of any private member, trustee, director, or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above. The Association is irrevocably dedicated to operate exclusively for the purposes stated in Article IV above, and upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner as shall at that time qualify under the Internal Revenue Code, as amended, and on the terms and in the manner as the Board of Directors shall determine at that time.

ARTICLE VII.
Registered Agent

The initial registered office of the Association is located at Baird Holm, LLP 1700 Farnam Street, Suite 1500 Omaha, Nebraska 68102, and the initial registered agent at such address is Jon Blumenthal.

ARTICLE VIII.
Officers and Directors

The affairs of the Association shall be managed by a Board of not fewer than three (3) nor more than nine (9) directors, as permitted by applicable law and from time to time as may be set forth in the Bylaws, and by its President, Vice President, Secretary and Treasurer and one or more officers or assistants thereto as from time to time may be authorized by the Bylaws. Until election and qualification of successors, the initial Board of Directors of the Association are three (3) in number, whose names and respective street addresses are:

Michael M. Cosentino, William I. Cosentino, and Gary Kuklin,
all located at Gallery 23 East, LLC
4245 South 192nd St.
Omaha, NE. 68135

ARTICLE IX.
Incorporators

The name and street address of the incorporators are as follows:

Michael M. Cosentino, William I. Cosentino, and Gary Kuklin,
all located at Gallery 23 East, LLC
4245 South 192nd St.
Omaha, NE. 68135

ARTICLE X.
Bylaws

The Directors of the Association shall adopt its initial Bylaws with any provisions found to be appropriate, convenient or necessary for the management and affairs of the Association not inconsistent with law and these Articles of Incorporation, and from time to time, in the manner set out therein, to amend, alter, or revoke all or any part of the Bylaws.

ARTICLE XI.
Abatement of Dues and Assessments

The Board of Directors may abate all or part of the dues and assessments due in respect of any Townhome Lot. All dues and assessments due in respect of any Townhome Lot shall be abated during the period such lot is owned by the Declarant under the Declaration.

ARTICLE XII.
Indemnification

The Association shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Article shall not be deemed exclusive of any other right to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaws of this Association, agreement, vote or consent of shareholders or disinterested directors or otherwise.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended or modified in accordance with the requirements of the Nebraska Nonprofit Corporation Act, provided, however, that alteration, amendment, or revocation of Article XI of these Articles of Incorporation shall require approval by not less than ninety-seven percent (97%) of the Members of the Association.

DATE: June 12th, 2019.

Michael M. Cosentino, Incorporator and Director

William I. Cosentino, Incorporator and Director

Gary Kuklin, Incorporator and Director

CONSENT FOR USE OF DECEPTIVELY SIMILAR NAME

Robert B. Evnen, Secretary of State
P.O. Box 94608
Lincoln, NE 68509
(402) 471-4079
www.sos.ne.gov

Please file this consent with new business formation document or amendment to change business name where a name conflict exists for a trade name or an entity other than a business corporation.

CONSENT FOR USE OF DECEPTIVELY SIMILAR NAME

Consenting Entity: Gallery 23 East, LLC

Account Number of Entity Giving Consent: 10239761

Gives Consent To: Jon E. Blumenthal as Organizer

To Use the Name: Gallery 23 East Townhome Association, Inc.

By signing and submitting this form to the Nebraska Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document. Consent form must be signed by an authorized representative of the consenting entity.

Michael M. Cosentino
Signature

Michael M. Cosentino
Printed Name

Note: For Business Corporation, submit the Application for Use of Deceptively Similar Name found at: http://www.sos.ne.gov/business/corp_serv/corp_form.html.

Revised 01/10/2019