NE Sec of State John A Gale - CORP AP
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THE ROWS AT DUNDEE RIDGE HOMEO
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ARTICLES OF INCORPORATION
OF
THE ROWS AT DUNDEE RIDGE
HOMEOWNERS ASSOCIATION

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.

ARTICLE I
NAME

The name of the corporation is The Rows at Dundee Ridge Homeowners Association, herein after 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 Easements, Covenants, Conditions and Restrictions at Dundee Ridge Condominium Property Regime, herein referred to as the "Declaration." Said declaration being incorporated herein as if fully set forth, all capitalized terms contained herein, unless context clearly requires otherwise, shall be defined in accordance with the definitions given such terms in the Declaration. The Association shall act for the health, safety, recreation, welfare and enjoyment of the residents of the real estate subject to the Declaration and any additions thereto as may hereafter be brought within the jurisdiction of the Association (herein referred to as the "Property").

ARTICLE V
MEMBERSHIP AND VOTING

The Association shall have members. The Property has been or will be divided into residential lots and outlot. Each platted lot, other than the outlot, shall be referred to herein as a "Lot." The record owner of each Lot shall be a member of the Association and shall be entitled to vote. One vote may be cast by the owner of each Lot. Those parties having any interest in a Lot merely as security for performance of an obligation (such as a contract seller, trustee or

beneficiary of a deed of trust, or a mortgagee) shall not be entitled to vote. Membership shall be appurtenant to the ownership of each Lot and may not be separated from ownership of a Lot.

ARTICLE VI
POWERS AND DISSOLUTION

The Association shall have all the powers conferred upon a not-for-profit corporation under the Nebraska Nonprofit Corporation Act. Without limiting the foregoing, the Association shall have the powers and authority described in the Declaration, as may be 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 inert to the benefit of any private member, trustee, director or officer of the Association, or any private individual, except as the Association may 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 the Declaration and these Articles of Incorporation. The Association is irrevocably dedicated to operate exclusively for the purposes stated in the Declaration and these Articles of Incorporation, and upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Association, dispose of all of 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 agent of the Association shall be Mark J. LaPuzza, located at 10250 Regency Circle, Suite 300, Omaha, Nebraska 68114.

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 five (5) 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:

Charles Sullivan
809 N. 96th Street
Omaha, NE 68114

Louri Sullivan
809 N. 96th Street
Omaha, NE 68114

Larry Kelburg
809 N. 96th Street
Omaha, NE 68114

ARTICLE IX
INCORPORATORS

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

Charles Sullivan
809 N. 96th Street
Omaha, NE 68114

Louri Sullivan
809 N. 96th Street
Omaha, NE 68114

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 Lot. All dues and assessments due in respect of any Lot shall be abated during the period such lot is owned by the Declarant under the Declaration.

ARTICLE XII
INDEMNIFICATION

The Corporation 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.

CONSENT TO USE OF SIMILAR NAME

WHEREAS, I, Charles V. Sullivan, am the manager of Dundee Ridge, LLC;

WHEREAS, Dundee Ridge, LLC is the holder of the trade name "The Rows at Dundee Ridge" and have registered such trade name with the Nebraska Secretary of State;

WHEREAS, I am also a director of the Rows at Dundee Ridge Condominium Association;

WHEREAS, I intend to cause the creation of a new Nebraska nonprofit corporation, to be known as The Rows at Dundee Ridge Homeowners Association;

WHEREAS, Dundee Ridge, LLC intends to transfer the right to use the trade name "The Rows at Dundee Ridge" to The Rows at Dundee Ridge Homeowners Association upon formation of the corporation; and

WHEREAS, the consent of Dundee Ridge, LLC, as holder of the trade name "The Rows at Dundee Ridge" and the consent of the Rows at Dundee Ridge Condominium Association are required to incorporate The Rows at Dundee Ridge Homeowners Association, due to the similarity of the names.

I hereby consent to all the use of the name The Rows at Dundee Ridge Association as the name of a Nebraska nonprofit corporation, and do hereby authorize the incorporators of The Rows at Dundee Ridge Homeowners Association to form the corporation using such name, regardless of its similarity to the trade name owned.

Dated this 26 day of May, 2010.

Charles V. Sullivan