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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
GLENMOOR HOMEOWNERS ASSOCIATION, INC.

The undersigned do hereby certify that the following Articles of Amendment to the Articles of Incorporation of Glenmoor Homeowners Association, Inc. was adopted pursuant to Article VIII of the Articles of Incorporation.

1. Article I of the Articles of Incorporation is deleted in its entirety.
2. Article I of the Articles of Incorporation shall read as follows:

ARTICLE I.
Name

The name of the Corporation is Glenmoor/Turnbridge Homeowners Association, Inc., hereinafter called the "Association".

3. All other references to Glenmoor Homeowners Association, Inc. shall forever and hereinafter be changed to Glenmoor/Turnbridge Homeowners Association, Inc.
4. The first paragraph of Article V of the Articles of Incorporation is deleted in its entirety.
5. The following shall be inserted and replace the first paragraph only of Article V of the Articles of Incorporation, all other paragraphs shall remain the same:

The Association shall have Members. The record owners of all lots now or hereafter encumbered by the Declaration of Covenants, Conditions, Restrictions and Easements of Glenmoor, recorded of record in the office of the Register of Deeds of Douglas County, Nebraska, including but not limited to Lots 26 thru 213, 215 thru 311, and Outlots "A" and "C", Glenmoor; and, Lots 1 thru 25, and Outlots "A" and "B", Glenmoor Replat One; and, Lot 1, and Outlot "A", Glenmoor Replat Two; and Lots 1 thru 151, 158 thru 185, and Outlots "A" and "B", Turnbridge; and, Lots 1 thru 6, Turnbridge Replat One, all as surveyed, platted and recorded in Douglas County, Nebraska shall be Members of the Association. The Association shall have two classes of voting members, Class A Members and Class B. Members, defined as follows:

(b) Have all of the rights, powers and authority granted in the Declaration and the By-laws, including, but not limited to, fixing, levying, collecting and enforcing the payment of all charges or assessments pursuant to the terms of the Declaration and the By-laws of this Corporation; 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; and

(c) To exercise all rights, power and privileges which are permitted under the Nonprofit Corporation Act and are not forbidden by these Articles, the By-laws or the Declaration.

ARTICLE V
Membership and Voting Rights

The Association shall have Members. The record owners of all lots now or hereafter encumbered by the Declaration of Covenants, Conditions, Restrictions and Easements of Glenmoor, recorded of record in the office of the Register of Deeds of Douglas County, Nebraska, including but not limited to Lots 26 thru 213, 215 thru 311, and Outlots "A" and "C", Glenmoor; and, Lots 1 thru 25, and Outlots "A" and "B", Glenmoor Replat One; and, Lot 1, and Outlot "A", Glenmoor Replat Two, all as surveyed, platted and recorded in Douglas County, Nebraska shall be Members of the Association. The Association shall have two classes of voting members, Class A Members and Class B Members, defined as follows:

Class A: Class A Members shall be the Owners of all Lots other than Lots owned by Declarant or Lots which are subject to a mortgage or deed of trust in favor of Declarant. Each Class A Member shall be entitled to one vote for each Lot Owned. When there shall be more than one person or entity holding an interest in any Lot, all such persons or entities or both, shall be Members; provided however that the vote for such Lot shall be exercised as such persons or entities or both, shall determine, but in no event shall more than one vote be cast with respect to any one Lot.

Class B: Class B Members shall be the Owners of all Lots owned by Declarant or Lots which are subject to a mortgage or deed of trust in favor of Declarant. Each Class B Member shall be entitled to twenty votes for each Lot owned. ~~Each Class B Member shall be entitled to one vote for each Lot owned upon the occurrence of the first of the following dates:~~

(a) ~~The date on which the total votes outstanding in the Class A membership shall equal the total votes outstanding in the Class B membership, or~~

(b) January 1, 2017.

ARTICLE VI
Board of Directors and Principal Office

The affairs of this Association shall be managed by a Board of Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By Laws of the Association. The names and addresses of the initial Board of Directors who are to act in the capacity of Directors until the selection of their successors are:

Scott Kinkaid 810 N 96 th Street Omaha, Nebraska 68114	David Vogtman 810 N 96 th Street Omaha, Nebraska 68114	Kelly Whelan 810 N 96 th Street Omaha, Nebraska 68114
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The Association shall thereafter have not less than three (3) nor more than five (5) members of the Board of Directors as set forth in the Bylaws of the Association. The Principal Office shall be located at 12854 Sky Park Drive, Omaha, Nebraska 68137-4366.

ARTICLE VII
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of the votes entitled to be cast thereon. 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 body 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII
Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the combined vote of the Lot Owners.

ARTICLE IX
Incorporators

The name and address of the incorporator is:

Scott Kinkaid
810 N 96th Street
Omaha, Nebraska 68114

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Nebraska, we, the undersigned, constituting the incorporators and directors of this Association, have executed these Articles of Incorporation, this 23 day of August 2006

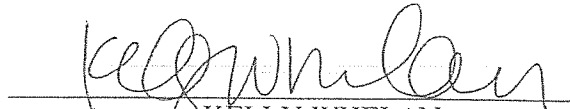
INITIAL BOARD OF DIRECTORS AND
INCORPORATOR:



SCOTT KINKAID



DAVID VOGTMAN



KELLY WHELAN