

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EDETON HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I.

Section 1. The name of the Corporation shall be "Edenton Homeowners' Association, Inc.", and the principal place for transacting its business is Lincoln, Lancaster County, Nebraska.

Section 2. The Board of Directors met on January 6, 1992, after proper notice was given of the meeting to amend the Articles of Incorporation. The Amended and Restated Articles of Incorporation received a majority vote of the directors in office on the date of said meeting. These Articles shall supersede the prior Articles of Incorporation.

ARTICLE II.

The period of duration of the duration of the Corporation shall be perpetual.

ARTICLE III.

The objects, purposes and powers of the Corporation shall be to promote the health, safety and welfare of the residents within Edenton Addition, more particularly described in Article V, to own, acquire, construct, operate and maintain common areas and recreational facilities; to establish, levy, assess and collect assessments for the purposes herein set forth; to enforce any and all covenants and restrictions applicable to said addition; and to do and perform any and all other acts and duties permissible or required under the laws of this state for the purposes hereinabove set forth.

ARTICLE IV.

Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any lot or living unit within said addition which is subject to assessment by the Corporation under covenants and restrictions of record, shall be a member of the Corporation, provided however, that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a member.

ARTICLE V.

The Corporation shall have two classes of membership.

Class A membership shall include the record owners of the following described real property:

Lots 1 through 42, Block 8; Lots 1 through 10, Block 9; all in EDENTON ADDITION, LINCOLN, LANCASTER COUNTY, NEBRASKA; and Lots 1 through 8, Block 1; Lots 1 through 14, Block 2; all in EDENTON 1st ADDITION, LINCOLN, LANCASTER COUNTY, NEBRASKA; and that portion of Lot 22, Block 8, Edenton Addition, thence Southeasterly a distance of 16 feet on a line extended along the front of Lots 21 and 22, thence Southwesterly a distance of 75 feet on a line parallel to and 16 feet South of the South line of said Lot 22, thence Northwesterly a distance of 16 feet to a point on the South line of Lot 22, thence Northeasterly along the South line of Lot 22 a distance of 75 feet to the point of beginning; and that portion of Outlot F commencing at the Northeast corner of Lot 23, Block 8, Edenton Addition, thence North a distance of 16 feet on a line extended along the front of Lots 23 thru 26, thence West a distance of 70 feet on a line parallel to and 16 feet North of the North line of Lot 23, thence South a distance of 16 feet to a point on the North line of Lot 23, thence East along the North line of Lot 23 a distance of 70 feet to the point of beginning; and that portion of Outlot F commencing at the Southeast corner of Lot 26, Block 8, Edenton Addition, thence South a distance of 16 feet on a line extended along the front of Lots 23 thru

26, thence West a distance of 70 feet on a line parallel to and 16 feet South of the South line of Lot 26, thence North a distance of 16 feet to a point on the South line of Lot 26, thence East along the South line of Lot 26, a distance of 70 feet to the point of beginning, all in EDENTON ADDITION, LINCOLN, LANCASTER COUNTY, NEBRASKA.

Each Class A member of the Corporation shall be entitled to all the rights of membership and to one vote for each lot or living unit in which the interest requisite for membership is held, provided however, that no more than one vote shall be cast with respect to any such lot or living unit.

Class B membership shall include the record owners of the following described real property:

Lots 1 through 23, Block 1; Lots 1 through 36, Block 2; Lots 1 and 2, Block 3; Lots 1 through 38, Block 4; Lots 1 through 11, Block 5; Lots 1 through 4, Block 6; Lots 1 through 3, Block 7; all in EDENTON ADDITION, LINCOLN, LANCASTER COUNTY, NEBRASKA; Lots 2, EDENTON CENTRAL ADDITION, LINCOLN, LANCASTER COUNTY, NEBRASKA; Lots 1 through 14, EDENTON 5TH ADDITION, LINCOLN, LANCASTER COUNTY, NEBRASKA.

Each Class B member of the Corporation shall be entitled to all the rights of membership and to one vote for each lot or living unit in which the interest requisite for membership is held, provided however, that no more than one vote shall be cast with respect to any such lot of living unit.

ARTICLE VI.

The number of Directors constituting the Board of Directors shall be nine persons.

ARTICLE VII.

These Articles may be amended in accordance with the laws of this state, provided however, that no amendment shall be effective to impair the rights of any member which are governed by covenants and restrictions of record applicable to said addition.

ARTICLE VIII.

Upon dissolution of the Corporation, the assets of the Corporation, the assets of the Corporation shall be dedicated to an appropriate public entity in furtherance of the purpose of the Corporation, as nearly as may be practicable. In the event that such dedication is not accepted, the assets of the Corporation may be granted, conveyed and assigned to any nonprofit entity in furtherance of the purposes of the Corporation, as nearly as may be practicable, provided however, that the assets of the Corporation shall not be granted, conveyed, assigned or distributed to any member of the Corporation in any manner other than in a furtherance of the purposes of the Corporation and provided further, that no disposition of such assets shall be effective to impair the rights of any member which are governed by covenants and restrictions of record applicable to said addition.

ARTICLE IX.

The registered agent for the Corporation shall be James C. Zalewski, Suite 400, 301 South 13th Street, Lincoln, Nebraska, 68508.

IN WITNESS WHEREOF we, the undersigned, have subscribed and acknowledged these AMENDED AND RESTATED ARTICLES OF INCORPORATION this [13th] day of [February], 1992.

[Signature of Lewis Hinkley]
Lewis Hinkley, President

[Signature of Jack Dixon]
Secretary

STATE OF NEBRASKA)
)
LANCASTER COUNTY) ss.

On this [13th] day of [February], 1992, before me personally came Lewis Hinkley and [Jack Dixon], and known to me to be the same person described in and who executed the foregoing certificate of AMENDED AND RESTATED ARTICLES OF INCORPORATION, and they thereon severally duly acknowledged to me that they executed the same.

[Signature of Karen S. Spero]
Notary Public

[General Notary – State of Nebraska
Karen S. Spero
My Comm. Exp. Sept. 26, 1993]

