

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**LINCOLN TRADE CENTER OWNERS ASSOCIATION, INC.
a Nebraska Nonprofit Corporation**

ARTICLE 1

Name

The name of the corporation is Lincoln Trade Center Owners Association, Inc. (the “Corporation”).

ARTICLE 2

Classification

The Corporation is a mutual benefit corporation.

ARTICLE 3

Purposes and Powers

- 3.1 The Corporation is organized and shall be operated exclusively to (i) own and maintain the Commons within Country Place 1st through 27th Additions, Lincoln, Lancaster County, Nebraska, and any additional real estate added thereto, as described in the Restrictive Covenants dated October 28, 1985, recorded in the office of the Register of Deeds of Lancaster County, Nebraska as Instrument No. 85-29265 on October 29, 1985, as the same have been and may be amended from time to time (the “Covenants”); (ii) establish and collect assessments for maintenance and other cost provided to be assessed in the Covenants; and (iii) enforce the provisions of the Covenants.
- 3.2 The Corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act (the “Act”), and any enlargement of such powers conferred by subsequent legislative acts.

ARTICLE 4

Members

Every person or entity who is or becomes a titleholder of a fee or undivided fee interest in any Lot (as defined in the Covenants) shall be a member of the Corporation. Each Lot Owner shall become a member of the Corporation upon conveyance to it of its interest in a Lot and shall remain a member of the Corporation for a period of its ownership. Notwithstanding the foregoing, any person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Corporation. Membership shall be appurtenant to and may not be separated from Ownership of any Lot which is subject to assessment by the Corporation. Each member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person or entity holds an interest in any Lot, all such persons or entities shall be

members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE 5
Distributions and Dissolution

The Corporation may be dissolved with the prior written consent of the members owning at least three-fourths (3/4) of the voting power of the entire membership. In the event of a dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, transfer all of the assets of the Corporation to the members of the Corporation in accordance with the Act; provided, however, that the Common Area shall be subject to the easements and restrictions set forth in the Covenants.

ARTICLE 6
Management of the Corporation

- 6.1 The affairs of the Corporation shall be managed by a Board of Directors, which shall have and exercise all the powers of the Corporation.
- 6.2 The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such subordinate officers as may be appointed by the Board of Directors in such a manner and for such terms as may be provided in the Bylaws.

ARTICLE 7
Registered Office and Registered Agent

- 7.1 The registered office of the Corporation is 6040 South 58th Street, Suite 2, Lincoln, Nebraska 68516.
- 7.2 The name of the registered agent of the Corporation at such address is Dennis J. Lyon.

ARTICLE 8
Amendments

- 8.1 Any amendment to these Articles of Incorporation must be approved by the members of the Corporations owning at least fifty percent (50%) of the voting power of the entire membership. Notwithstanding the foregoing, the Board of Directors (if it initiates the amendment) or the membership of the Corporation may condition the amendment's adoption on receipt of a higher percentage of affirmative votes of the membership or on any other basis.
- 8.2 If the Board of Directors or the membership seeks to have the amendment approved by the membership at a meeting, the Corporation shall give notice to its members of the meeting. The notice must state that one of the purposes of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the proposed amendment. If the Board of Directors or the membership seeks to have the amendment approved by the membership by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the proposed amendment.

Pursuant to Section 21-19, 110 of the Act, these Amended and Restated Articles of Incorporation shall supersede in their entirety the previous Articles of Incorporation filed with the Nebraska Secretary of State on October 29, 1985, and any and all amendments, restatements or revisions thereto.

Dated: June 17, 2003

LINCOLN TRADE CENTER OWNERS
ASSOCIATION, INC.,
a Nebraska nonprofit corporation

By: James D. Free
Dr. James Free, President