



**EXHIBIT "A"**

Lot 3, in AK-SAR-BEN BUSINESS & EDUCATION CAMPUS REPLAT 4, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska.

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## EXHIBIT "B"



### ARTICLES OF MERGER OF KEWANEE WG, L.L.C. WITH AND INTO AK-SAR-BEN VILLAGE, L.L.C.

Pursuant to the provisions of the Illinois Limited Liability Company Act and the Nebraska Limited Liability Company Act, the undersigned limited liability companies hereby adopt the following Articles of Merger:

1. The names, formation jurisdictions, and date of organization of the merging entities are:

Kewanee WG, L.L.C.	Illinois	12/31/1998
Ak-Sar-Ben Village, L.L.C.	Nebraska	7/24/2003

Ak-Sar-Ben Village, L.L.C. has not filed an Application For Authority with the Illinois Secretary of State.

2. The name and address of the surviving Nebraska limited liability company is: Ak-Sar-Ben Village, L.L.C., 13710 FNB Parkway, Suite 100, P.O. Box 542010, Omaha, Nebraska 68154-8010.

3. The Plan of Merger, a copy of which is attached hereto and incorporated herein by this reference, was approved by the unanimous consent of the members of, and signed on behalf of, each of the constituent entities in the manner prescribed by each of the Illinois Limited Liability Company Act and the Nebraska Limited Liability Company Act.

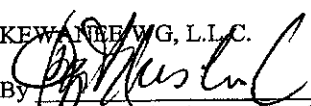
4. No changes are required to the Articles of Organization of the surviving limited liability company by virtue of the merger.

5. These Articles of Merger shall be effective upon filing with the Secretary of State.

12 IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 12 day of August, 2004.


KEWANEE WG, L.L.C.

By

  
Joseph Kirshenbaum, Member

AK-SAR-BEN VILLAGE, L.L.C.

By

  
Joseph Kirshenbaum, Member

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**PLAN OF MERGER  
OF  
KEWANEE WG, L.L.C.  
WITH AND INTO  
AK-SAR-BEN VILLAGE, L.L.C.**

Pursuant to the provisions of the Illinois Limited Liability Company Act and the Nebraska Limited Liability Company Act, the undersigned limited liability companies hereby enter into and adopt the following Plan of Merger:

1. The names of the constituent entities to the merger are Kewanee WG, L.L.C. and Ak-Sar-Ben Village, L.L.C.

2. The name and address of the surviving Nebraska limited liability company shall be Ak-Sar-Ben Village, L.L.C., 13710 FNB Parkway, Suite 100, P.O. Box 542010, Omaha, Nebraska 68154-8010.

3. Upon the effective date, the separate existence of Kewanee WG, L.L.C. shall cease and said entity shall be merged with and into Ak-Sar-Ben Village, L.L.C., which shall survive such merger and shall continue in its existence. Ak-Sar-Ben Village, L.L.C. shall, without other transfer, succeed to, own and possess all of the rights, privileges, immunities, powers, licenses and franchises of a public and private nature, all property (real, personal and mixed), all debts due on whatever account, and all other things in action of Kewanee WG, L.L.C. and be subject to all the restrictions, disabilities, and duties of Kewanee WG, L.L.C. The title to any real estate, vested by deed or otherwise, in Kewanee WG, L.L.C. shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of Kewanee WG, L.L.C. shall be preserved unimpaired. All debts, liabilities, obligations, and duties of Kewanee WG, L.L.C. shall attach to Ak-Sar-Ben Village, L.L.C. and may be enforced against it to the same extent as if said debts, liabilities, obligations, and duties had been incurred or contracted by it. Any claim existing or action or proceeding pending by or against Kewanee WG, L.L.C. may be prosecuted to judgment as if said merger had not taken place, or Ak-Sar-Ben Village, L.L.C. shall be substituted in its place.

4. Kewanee WG, L.L.C. and Ak-Sar-Ben Village, L.L.C. agree that they will take or cause to be taken such further or other action as Ak-Sar-Ben Village, L.L.C. may deem necessary or desirable in order to more fully vest in and confirm to Ak-Sar-Ben Village, L.L.C. the title to and possession of all the property, rights, interests, privileges, immunities, powers, licenses and franchises referred to above. The appropriate officers and members of Ak-Sar-Ben Village, L.L.C. are hereby authorized and directed to take any and all such actions either in the name of Kewanee WG, L.L.C. or otherwise.

5. There shall be no changes in the Articles of Organization of the surviving entity as currently on file with the Nebraska Secretary of State.

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6. The Operating Agreement of Ak-Sar-Ben Village, L.L.C. shall continue to be the Operating Agreement of the surviving limited liability company, except that Exhibit A thereto shall be amended to reflect the change of ownership effected by this merger.

7. The manner and basis of converting the membership interests of the merging limited liability company into membership interests of the surviving limited liability company, as of the effective date, shall be as follows:

(a) All of the currently outstanding membership interests in Ak-Sar-Ben Village, L.L.C. shall be automatically and without further action cancelled.

(b) All of the currently outstanding membership interests in Kewanee WG, L.L.C. shall be automatically and without further action converted into membership interests in Ak-Sar-Ben Village, L.L.C., such that the outstanding membership interests in the surviving entity after the merger shall be as follows:

Harlan J. Noddle	25.98%
Joseph Kirshenbaum	24.02%
Jay B. Noddle	12%
Susan Noddle Levine	12%
Jeffrey A. Kirshenbaum	8%
Susan K. Raizner	8%
Debra L. Shonfeld	8%
Western Illinois Holdings, Inc.	2%

8. The effective date of the merger shall be the date on which the Articles of Merger are filed with the Secretary of State.

KEWANEE WG, L.L.C.

By



Joseph Kirshenbaum, Vice President

AK-SAR-BEN VILLAGE, L.L.C.

By



Joseph Kirshenbaum, Vice President

W360531v2



## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

0025022-8

08/16/2004

CT CORPORATION SYSTEM  
208 S LASALLE ST  
CHICAGO, IL 60606-0000

RE KEWANEE WG, L.L.C.

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE-NAMED COMPANY HAVE BEEN  
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-37.25**  
January 1999

**Illinois  
Limited Liability Company Act  
Articles of Merger**

This space for use by  
Secretary of State

Jesse White  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
http://www.sos.state.il.us

**SUBMIT IN DUPLICATE**

Must be typewritten

This space for use by Secretary of State

**FILED**

**AUG 16 2004**

**JESSE WHITE  
SECRETARY OF STATE**

Remit payment in check or money order,  
payable to "Secretary of State."  
Filing Fee is \$100, but if merger of more  
than two entities, \$50 for each additional  
entity.

Date 08/16/2004  
Assigned File # 0025-0228  
Filing Fee \$ 100.00  
Approved: [Signature]

1. Names of the entities proposing to merge, and the state or country of their organization:

Name of Entity	Type of Entity (Corporation Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File # (if any)
<u>Kewanee WG, L.L.C.</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>00250228</u>
<u>Ak-Sar-Ben Village, L.L.C.</u>	<u>Limited Liability Company</u>	<u>Nebraska</u>	<u>N/A</u>

2. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these articles of merger.

3. (a) Name of the surviving entity: Ak-Sar-Ben Village, L.L.C.

(b) Address of the surviving entity: 13710 FNB Parkway, Suite 100, P.O. Box 542010, Omaha, NE 68154

4. Effective date of merger: (check one)

a)  the filing date, or

b) \_\_\_\_\_ a later date, but not more than 30 days subsequent to the filing date:

\_\_\_\_\_  
(month, day and year)

5. All limited liability companies that are parties to this merger and were on record with the Illinois Secretary of State prior to January 1, 1998, have elected in their operating agreements to be governed by the amendatory Act of 1997.

**LLC-37.25**

6. If the survivor is a limited liability company, stated below are changes that are necessary to its articles of organization by reason of this merger:

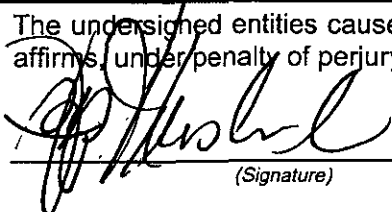
No changes are required to the Articles of Organization of the surviving limited liability company by virtue of the merger.

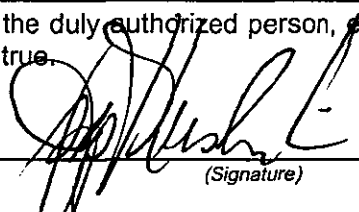
7. For the limited liability companies that are parties to the merger, complete the following:

Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
Kewanee WG, L.L.C.	Illinois	December 31, 1998	N/A
Ak-Sar-Ben Village, L.L.C.	Nebraska	July 24, 2003	N/A

8. If the surviving entity is not a limited liability company, it agrees that it may be served with process in this State and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State which is to merge, and for the enforcement, as provided in this Act, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. The undersigned entities caused these articles to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

1.   
 \_\_\_\_\_  
 (Signature)  
 Joseph Kirshenbaum, Member  
 \_\_\_\_\_  
 (Type or print name and title)  
 Kewanee WG, L.L.C.  
 \_\_\_\_\_  
 (Name if a corporation or other entity)

2.   
 \_\_\_\_\_  
 (Signature)  
 Joseph Kirshenbaum, Member  
 \_\_\_\_\_  
 (Type or print name and title)  
 Ak-Sar-Ben Village, L.L.C.  
 \_\_\_\_\_  
 (Name if a corporation or other entity)

3. \_\_\_\_\_  
 (Signature)  
 \_\_\_\_\_  
 (Type or print name and title)  
 \_\_\_\_\_  
 (Name if a corporation or other entity)

4. \_\_\_\_\_  
 (Signature)  
 \_\_\_\_\_  
 (Type or print name and title)  
 \_\_\_\_\_  
 (Name if a corporation or other entity)

If additional space is needed, it must be continued in the same format on a plain white 8 1/2X11" sheet, which must be stapled to this form.

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)