

BK 1477 PG 126-132

RICHARD H. TAKER  
REGISTER OF DEEDS  
DOUGLAS COUNTY,

2002 NOV 26 PM 3

MISC 2002 29443

RECEIVED

**CERTIFIED COPY OF ARTICLES OF MERGER OF  
LEGACY DEVELOPMENT, L.L.C., A NEBRASKA LIMITED LIABILITY COMPANY,  
INTO LEGACY DEVELOPMENT, L.L.C., AN IOWA LIMITED LIABILITY COMPANY**

**Legal Description of Real Estate:**

A TRACT OF LAND LOCATED IN THE NW1/4 OF SECTION 33, T15N, R11E OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

REFERRING TO THE NW CORNER OF THE NW1/4 OF SECTION 33, THENCE N 87°39'19" E (ASSUMED BEARING), 539.91 FEET ON THE NORTH LINE OF SAID NW1/4; THENCE S 18°44'2" E, 84.11 FEET TO THE POINT OF BEGINNING SAID POINT ALSO BEING ON THE SOUTH RIGHT-OF-WAY LINE OF WEST CENTER ROAD; THENCE EASTERLY FOR THE NEXT 3 COURSES ON SAID SOUTH RIGHT-OF-WAY: 1.) N 72°45'36" E, 186.61 FEET; 2.) N 87°39'49" E, 1199.20 FEET; 3.) S 82°27'52" E, 121.22 FEET TO THE WEST RIGHT-OF-WAY LINE OF 175 STREET; THENCE SOUTHERLY FOR THE NEXT THREE COURSES ON SAID WEST RIGHT-OF-WAY LINE: 1.) S 02°20'25" E, 8.69 FEET; 2.) A 250.00 FEET RADIUS CURVE TO THE RIGHT, 97. FEET (LONG CHORD BEARS S 08°49'28" W, 96.82 FEET); 3.) A 350.00 FEET RADIUS CURVE TO THE LEFT, 283.59 FEET (LONG CHORD BEARS S 03°13'21" E, 275.89 FEET) TO THE WEST LINE OF OUTLOT "A", LEGACY; THENCE S 35°03'51" W, 526.88 FEET ON SAID WEST LINE TO THE NORTH LINE OF THE CORPS OF ENGINEERS PROPERTY; THENCE FOR THE NEXT 4 COURSES ON SAID NORTH LINE: 1.) S 44°08'40" W, 415.96 FEET; 2.) THENCE S 44°08'48" 203.34 FEET; 3.) THENCE N 36°40'32" W, 1165.05 FEET; 4.) THENCE N 18°51'05" W, 256. FEET TO THE POINT OF BEGINNING, CONTAINING 26.81 ACRES MORE OR LESS.

*LAM*  
**KOLEY JESSEN P.C.,**  
A Limited Liability Organization  
One Pacific Place, Suite 800  
1125 South 103 Street  
Omaha, NE 68124

*MISC*  
*7*  
*1*  
0 \$35<sup>00</sup>  
FEE \_\_\_\_\_ FB 01-60000  
BKP \_\_\_\_\_ C/O \_\_\_\_\_ COM *CE*  
DEL \_\_\_\_\_ SCAN *UR* FV \_\_\_\_\_

STATE OF

NEBRASKA

United States of America,  
State of Nebraska } ss.



Department of State  
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Articles of Merger of

**LEGACY DEVELOPMENT, L.L.C.**

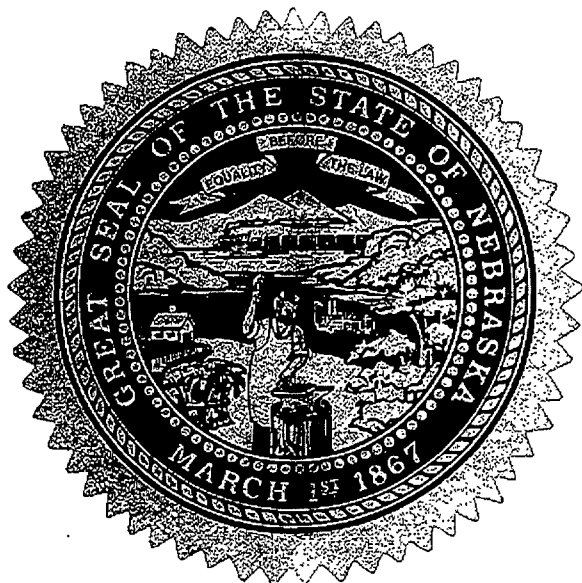
a Nebraska limited liability company with registered office located in  
OMAHA, Nebraska, merging into

**LEGACY DEVELOPMENT, L.L.C.**

an Iowa limited liability company not qualified in Nebraska as filed in  
this office on November 1, 2002.

In Testimony Whereof,

I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on November 1 in the  
year of our Lord, two thousand  
two



*John A. Gale*  
SECRETARY OF STATE

1000322581 Pgs: 5  
 LEGACY DEVELOPMENT, L.L.C.  
 Filed: 11/01/2002 03:50 PM

**ARTICLES OF MERGER  
 OF  
 LEGACY DEVELOPMENT, L.L.C.,  
 a Nebraska limited liability company  
 INTO  
 LEGACY DEVELOPMENT, L.L.C.,  
 an Iowa limited liability company**

**TO THE SECRETARY OF STATE OF THE STATE OF NEBRASKA**

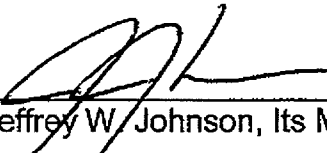
Pursuant to the provisions of the Nebraska Limited Liability Company Act contained at Neb. Rev. Stat. §21-2652, the undersigned Iowa limited liability company, LEGACY DEVELOPMENT, L.L.C., adopts the following articles of merger on behalf of LEGACY DEVELOPMENT, L.L.C., a Nebraska limited liability company and LEGACY DEVELOPMENT, L.L.C., an Iowa limited liability company.

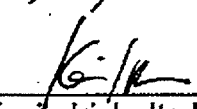
1. **Constituent Limited Liability Companies.** The names of each of the constituent limited liability company to the merger are LEGACY DEVELOPMENT, L.L.C., a Nebraska limited liability company and LEGACY DEVELOPMENT, L.L.C., an Iowa limited liability company.
2. **Agreement and Plan of Merger.** The Agreement and Plan of Merger is attached hereto and by this reference made apart hereof.
3. **Effective Date.** This merger shall become effective at 5:00 p.m. on November 1, 2002.
4. **Surviving Limited Liability Company.** LEGACY DEVELOPMENT, L.L.C., a Nebraska limited liability company and LEGACY DEVELOPMENT, L.L.C., an Iowa limited liability company shall be merged into LEGACY DEVELOPMENT, L.L.C. an Iowa limited liability company, which shall be the surviving entity.
5. **Authorization and Approval.** The Agreement and Plan of Merger was duly authorized and approved by a majority vote of the members of each of the constituent entities in accordance with Neb. Rev. Stat. §21-2649.
6. **Surviving Entity Not a Domestic Limited Liability Company.** LEGACY DEVELOPMENT, L.L.C., an Iowa limited liability company, the surviving entity, agrees (i) that it may be served with process in the State of Nebraska in any proceedings for enforcement of any obligation of any constituent entity party to the merger that was organized under the laws of Nebraska, as well as for enforcement of any obligation of the surviving entity arising from this merger; (ii) that it irrevocably appoints the Nebraska Secretary of State as its agent for service of process in any such proceeding, and copies of such process may be mailed to LEGACY DEVELOPMENT, L.L.C., 16820

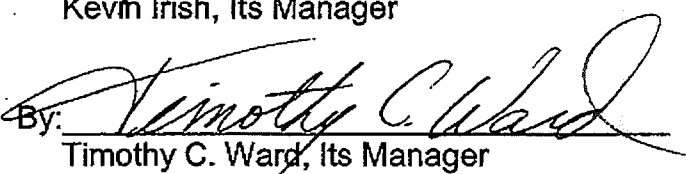
Frances Street, Suite 102, Omaha, Nebraska 68130; and (iii) the effect of this merger shall be as provided in Neb. Rev. Stat. §21-2651 except insofar as the laws of the State of Iowa provide otherwise.

Dated this 29<sup>th</sup> day of October, 2002.

LEGACY DEVELOPMENT, L.L.C.,  
an Iowa limited liability company

By:   
Jeffrey W. Johnson, Its Manager

By:   
Kevin Irish, Its Manager

By:   
Timothy C. Ward, Its Manager

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 29<sup>th</sup> day of October, 2002, by and between LEGACY DEVELOPMENT, L.L.C., an Iowa limited liability company ("LEGACY DEVELOPMENT IOWA") and LEGACY DEVELOPMENT, L.L.C., a Nebraska limited liability company ("LEGACY DEVELOPMENT NEBRASKA").

All of the members of LEGACY DEVELOPMENT IOWA and LEGACY DEVELOPMENT NEBRASKA have resolved that LEGACY DEVELOPMENT NEBRASKA be merged under and pursuant to the Iowa Limited Liability Company Act contained at Iowa Code Chapter 490A and the Nebraska Limited Liability Company Act contained in Neb. Rev. Stat. §§ 21-2601 *et seq.*, into a single limited liability company existing under the laws of the State of Iowa. LEGACY DEVELOPMENT IOWA shall be the surviving limited liability company (it shall sometimes be referred to in this document as the "Surviving LLC").

For good and valuable consideration, the parties agree as follows:

1. **Merger.** LEGACY DEVELOPMENT IOWA and LEGACY DEVELOPMENT NEBRASKA shall be merged into LEGACY DEVELOPMENT IOWA. This merger shall become effective at 5:00 p.m. on November 1, 2002 (the "Effective Date").
2. **Surviving Limited Liability Company.**
  - 2.1 **Name.** The name of the Surviving LLC from and after the Effective Date shall be LEGACY DEVELOPMENT, L.L.C.
  - 2.2 **Articles of Organization.** The Articles of Organization of the Surviving LLC as in effect on the Effective Date shall continue to be the Articles of Organization until such time as they may be amended or restated as provided by law.
  - 2.3 **Operating Agreement.** The Operating Agreement of the Surviving LLC as in effect on the Effective Date shall be the Operating Agreement of the Surviving LLC until such time as it may be amended as provided in the Operating Agreement.
3. **Effect of Merger.** On the Effective Date, the following shall occur:
  - 3.1 **Legal Existence.** The separate legal existence of LEGACY DEVELOPMENT NEBRASKA shall cease and it shall be merged into LEGACY DEVELOPMENT IOWA as the Surviving LLC. The Surviving LLC shall have all of the

rights, privileges, immunities and powers and shall be subject to all the requirements and obligations of a limited liability company organized under the Iowa Limited Liability Company Act.

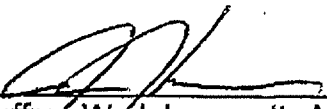
- 3.2 **Property.** All right, title and interest to any and all property whether personal, real estate or mixed, owned by LEGACY DEVELOPMENT NEBRASKA shall be vested in the Surviving LLC without reversion or impairment, and shall vest in the Surviving LLC without further act or deed.
  - 3.3 **Debts and Obligations.** The Surviving LLC shall be responsible and liable for all of the liabilities and obligations of LEGACY DEVELOPMENT NEBRASKA. Any claim existing or proceeding pending by or against LEGACY DEVELOPMENT NEBRASKA may be prosecuted to judgment as if this merger did not take place or the Surviving LLC may be substituted in the proceeding in place of LEGACY DEVELOPMENT NEBRASKA. Neither the rights of creditors nor any liens on the property of LEGACY DEVELOPMENT NEBRASKA shall be impaired by this merger.
  - 3.4 **Expenses.** The Surviving LLC shall pay all expenses of carrying this merger into effect.
  - 3.5 **Execution of Additional Documents.** At any time and from time to time after the Effective Date, the managers of the Surviving LLC may, in the name of LEGACY DEVELOPMENT NEBRASKA execute and deliver all such proper deeds, assignments, and other instruments and take such further or other action as the Surviving LLC may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving LLC title to and possession of LEGACY DEVELOPMENT NEBRASKA's property rights, privileges, powers, franchises, immunities, and interests as may be necessary to carry out this merger.
4. **Method of Converting Membership Interests.** On the Effective Date of this merger, LEGACY DEVELOPMENT NEBRASKA shall be deemed to contribute its assets and liabilities to the Surviving LLC in exchange for all of the membership interests of the Surviving LLC, following which LEGACY DEVELOPMENT NEBRASKA shall immediately distribute all of the membership interests of the Surviving LLC to each of its members in liquidation of their interest in LEGACY DEVELOPMENT NEBRASKA as an assets-over merger pursuant to the provisions of

Treas. Reg. 1.708-1(c)(3)(i). As part of the assets-over merger, the members of the Surviving LLC shall expressly assume all of the liabilities and obligations for which they were liable as members of the LEGACY DEVELOPMENT NEBRASKA.

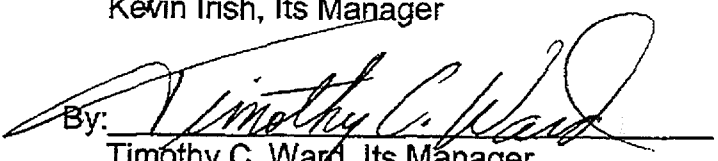
5. **Governing Law.** This Agreement and Plan of Merger shall be construed and interpreted according to the laws of the State of Iowa.

This Agreement and Plan of Merger has been executed by each limited liability company on the date first written above.


LEGACY DEVELOPMENT, L.L.C.,  
a Nebraska limited liability company

By:   
Jeffrey W. Johnson, Its Manager

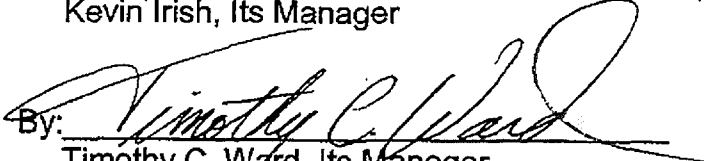
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