

AUG 18 1993

ARTICLES OF INCORPORATION
OF
NEBRASKA COMMUNITY FOUNDATION

We, the undersigned Incorporators, as that term is defined under the Nebraska Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation pursuant to said Act.

ARTICLE I

The name of the Corporation is NEBRASKA COMMUNITY FOUNDATION (herein called the "Corporation").

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is formed is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code as the same exists this date and as amended in the future.

Within the limitations, guidelines and restrictions of the above-described Internal Revenue Code Sections, the Corporation may receive and administer gifts of property for charitable, benevolent, human resource development, civic, health, scientific, educational, environmental, cultural, literary, social, agricultural, horticultural, community development, and economic development purposes primarily in and for the benefit of

Nebraska communities in a manner in which shall:

- A. Provide direction by dedicated individuals attuned to the needs of the State of Nebraska.
- B. Afford to persons of moderate means an opportunity to make gifts and bequests with a greater beneficiary result than possible through individual action.
- C. Afford to persons of wealth an opportunity to make gifts and bequests of lasting value which assure use for the maximum State good.
- D. Afford to Corporations an opportunity equal to that of individuals to create memorials or make gifts and pledges as the circumstances of their economic situation warrant from time to time.
- E. Afford to public spirited organizations an opportunity to make gifts or pledges which will carry out their expressed dedication to the public good.
- F. Afford to governmental entities an opportunity to make contributions which will benefit the public good.
- G. Provide an opportunity for the establishment of a memorial to a donor or a family strengthened by administration by men and women of highest character in the State of Nebraska as a guarantee of carrying out the donor's memorial plan in the closest harmony with the donor's basic desires.

- H. Supplement existing charities which secure operating funds within the State of Nebraska on a regular basis.
- I. Accumulate and disburse funds for capital expenditures and improvements within the State of Nebraska as may from time to time be deemed necessary or desirable for the public good.
- J. Safeguard and provide for the permanent security of such gifts.
- K. Provide service and guidance to other non-profit corporations, foundations, corporations, and organizations which make charitable gifts or serve the State and its communities in other ways.
- L. Support the educational and scientific activities of the Nebraska Development Network and Rural Development Commission, including the Network's Development Academy, Nebraska Online, working groups, regional networks, and other appropriate initiatives.
- M. Establish endowments for various community and/or regional agencies in the State of Nebraska and encourage gifts to these endowments.
- N. Do all things necessary and proper for the enhancement and betterment of Nebraska communities.

In addition to those announced purposes, to exercise all powers available to corporations organized pursuant to the Nebraska Non-Profit Corporation Act consistent with the applicable Sections of the Internal Revenue Code and the announced purposes of this Corporation.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The affairs of this Corporation shall be managed by its Board of Directors. The number of directors shall be not less than nine (9) and the initial Board of Directors, their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. BENJAMIN NELSON	1435 H Street Lincoln, NE 68508
MAXINE B. MOUL	2627 Van Dorn Lincoln, NE 68502
ED LOUTZENHEISER	906 Juniata Avenue Box 38 Juniata, NE 68955
NANCY HOCH	1510 Second Corso Nebraska City, NE 68410
HELEN BOOSALIS	3019 Jackson Drive Lincoln, NE 68502
JAMES M. McCLYMOND	1213 South 113th Ct. Omaha, NE 68144

JANE KELLER

West Hwy. 20
Bassett, NE 68714

KIM LAURITZEN

508 Fairacres Road
Omaha, NE 68132

The manner of choosing the members of the Board of Directors who succeed the initial Board of Directors and the manner of choosing all future members of the Board of Directors shall be set forth in the By-Laws of the Corporation.

ARTICLE VI

The Board of Directors of the Corporation and any officers appointed thereby shall conduct the affairs of the Corporation pursuant to and governed by the Nebraska Non-Profit Corporation Act and the provisions of these Articles.

ARTICLE VII

In any event:

- A. The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law to, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code as the same exists or as the same may be amended;
- B. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be

distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred on behalf of the Corporation;

- C. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code, as amended, shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code and as the same may be amended;

- D. Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article III above;
- E. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code and as the same be amended; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended; the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended; the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended; and, the Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code, as the same exists this date and as it may be amended;
- F. Upon dissolution of the Corporation, all of its assets and property of every nature and description

remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VIII

The address, including street and number, of the Corporation's initial registered office is 124 West C Street, McCook, Red Willow County, Nebraska 69001. The name of the Corporation's initial registered agent at such address is TERRY MALCOM.

ARTICLE IX

The names and addresses of the Incorporators of the Corporation are:

E. BENJAMIN NELSON

1435 H Street
Lincoln, NE 68508

MAXINE B. MOUL

2627 Van Dorn
Lincoln, NE 68502

ED LOUTZENHEISER

906 Juniata Avenue
Box 38
Juniata, NE 68955

NANCY HOCH

1510 Second Corso
Nebraska City, NE 68410

HELEN BOOSALIS

3019 Jackson Drive
Lincoln, NE 68502

JAMES M. McCLYMOND

1213 South 113th Ct.
Omaha, NE 68144

CONNIE LAPASEOTES

Bridgeport, NE 69336

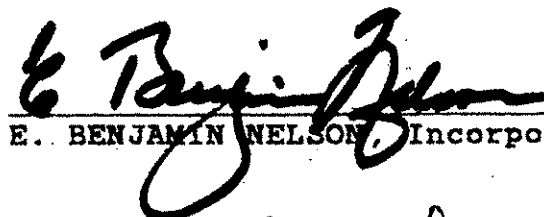
JANE KELLER

West Hwy. 20
Bassett, NE 68714

KIM LAURITZEN

608 Fairacres Road
Omaha, NE 68132

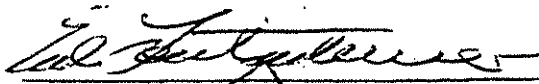
IN WITNESS of the foregoing, the Incorporators have signed these Articles of Incorporation, this 18th day of August, 1993.



E. BENJAMIN NELSON, Incorporator



MAXINE B. MOUL, Incorporator



ED LOUTZENHEISER, Incorporator

Nancy Hoch

NANCY HOCH, Incorporator

Helen Boosalis

HELEN BOOSALIS, Incorporator

James M. McClymond

JAMES M. MCCLYMOND, Incorporator

Connie Lapasotes

CONNIE LAPASEOTES, Incorporator

Jane Keller

JANE KELLER, Incorporator

Kimball Lauritzen

KIM LAURITZEN, Incorporator