

COUNTY
RECORD THIS 13 DAY OF
19 11 AT 9 O'CLOCK
MINUTES A.M. AND RECORDED
BOOK PAGE 435-438
COUNTY CLERK, PLATISMOOTH, NEBR.

ARTICLES OF INCORPORATION

STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }
Filed and recorded on film roll
88-21 page 682
Allen J. Bierman
Secretary of State
\$46.00 po.

OF
CONESTOGA PUBLIC SCHOOLS FOUNDATION

The undersigned hereby associate themselves together for the purpose of organizing a charitable nonstock, nonprofit corporation under the Nonprofit Corporation Act of the State of Nebraska, and they hereby adopt Articles of Incorporation as follows:

ARTICLE I

CORPORATE NAME

The name of the corporation is CONESTOGA PUBLIC SCHOOLS FOUNDATION.

ARTICLE II

PERIOD OF DURATION

The corporation shall commence upon the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III

PURPOSES

The purposes for which this corporation is to be formed are:

(a) To educate the public throughout the CONESTOGA SCHOOL DISTRICT as to the increasing need for financial support to supplement normal District revenue.

(b) To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole, or any part of the income therefrom and the principal therefor, exclusively for charitable, scientific, literary, or educational purposes, either directly or by contributions to CONESTOGA PUBLIC SCHOOLS.

(c) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be

the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws.

(i) Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

(j) Upon the dissolution of the corporation, or upon the winding up of its affairs, the assets of the corporation shall be distributed exclusively to CONESTOGA PUBLIC SCHOOLS.

ARTICLE IV

POWERS

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects

and purposes, any property, both real and personal of whatever kind, nature, or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

REGISTERED AGENT/REGISTERED OFFICE

The street address of the initial registered office of the corporation is Route 2, P.O. Box 40, Murray, Nebraska 68409. The name of the corporation's initial registered agent at such address is RICK D. BLACK.

ARTICLE VI

TRUSTEES

The number of trustees constituting the initial Board of Trustees of the corporation shall be not less than three (3) nor more than six (6). The names and street addresses of the persons who are to serve as the initial Board of Trustees are as follows:

GARY RIEKE	Route 1, Box 88, Union, Nebraska 68455
JOHN KNABE	RFD #1, Nehawka, Nebraska 68413
GLENDA PALMER	RFD #2, Nehawka, Nebraska 68413
BOBIE NOLTE	Route 2, Box 20E, Murray, Nebraska 68409
WILLIAM BENSON	1470 Belgrade Lane, Plattsmouth, Nebraska 68048
DR. DAVID BOOTH	Route 2, Box 45, Murray, Nebraska 68409

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

GARY RIEKE	Route 1, Box 88, Union, Nebraska 68455
JOHN KNABE	RFD #1, Nehawka, Nebraska 68413
GLENDA PALMER	RFD #2, Nehawka, Nebraska 68413
BOBIE NOLTE	Route 2, Box 20E, Murray, Nebraska 68409
WILLIAM BENSON	1470 Belgrade Lane, Plattsmouth, Nebraska 68048
DR. DAVID BOOTH	Route 2, Box 45, Murray, Nebraska 68409

Witness our hands as incorporators this 13th day of June, 1988.

Gary Rieke
GARY RIEKE

John Knabe
JOHN KNABE

Glenda Palmer
GLENDA PALMER

Bobie Nolte
BOBIE NOLTE

William Benson
WILLIAM BENSON

David L Booth
DR. DAVID BOOTH