

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
UNITED WAY OF LINCOLN AND LANCASTER COUNTY

NOV 20 1992
STATE OF NEBRASKA } SS
SECRETARY'S OFFICE } 19872
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Allan J. Beermann
Secretary of State
By JMC \$20.00 pd

This corporation is organized for the purpose of forming and becoming a corporation under the Nebraska Non-Profit Corporation Act, Sections 21-1901 to 21-1991, Revised Statutes of Nebraska, 1943, and for that purpose the following Articles of Incorporation are hereby adopted:

ARTICLE I.

The name of this corporation shall be United Way of Lincoln and Lancaster County.

ARTICLE II.

The address of the initial registered office of the corporation shall be Room 112, The Lincoln Center for Community Services, 215 Centennial Mall South, Lincoln, Lancaster County, Nebraska. The name of the initial registered agent of the corporation at its said initial registered office is Bill H. Putnam.

ARTICLE III.

The mission of the United Way of Lincoln and Lancaster County is to improve the organized capacity of people to care for one another, by mobilizing all available resources to meet our 'community's health and human service needs. In connection with such purpose, the corporation shall have the following powers:

STATE OF NEBRASKA
COUNTY OF LINCOLN
CITY OF LINCOLN
I, the undersigned, Clerk of the County of Lincoln, Nebraska, do hereby certify that the foregoing is a true and correct copy of the original as the same appears in the records of said County.

(1) To buy, own, hold, enjoy, sell, convey, exchange, lease, rent, manage, receive by gift or otherwise, and generally to acquire and dispose of real or personal property, in any manner whatsoever; and particularly to assign and pay over from time to time to such social, civic, educational, character building, health and charitable organizations as may be deemed proper by the corporation such proportion of its property, funds, and income as may be determined by the Board of Directors.

(2) To borrow money, and to mortgage, pledge, hypothecate, or otherwise encumber any of its property as security.

(3) To apply for, obtain, and maintain participation in any well-constituted retirement system or plan for annuity or insurance benefits of an employer and employee joint participation basis for employees of United Way of Lincoln and Lancaster County and its institutional members.

(4) To have and enjoy all the rights and powers granted to corporations organized and existing under the Nebraska Non-Profit Corporation Act which will further and promote the general purpose of the corporation.

ARTICLE IV.

The members of this corporation shall be individual and institutional.

(1) Each contributor to the Campaign Division of United Way of Lincoln and Lancaster County shall be an individual member of the corporation.

(2) Any social, civic educational, character building, health or charitable organization or agency, public or private, interested in the purpose of the corporation may, upon approval by the Board of Directors of the corporation, as provided in the By-Laws, become an institutional member.

(3) The private property of the members of the corporation shall not be subject to the payment of corporate debts.

ARTICLE V.

The affairs and business of the corporation shall be managed by a Board of Directors and by the officers of the corporation. The Directors and officers shall serve without compensation. The Board of Directors shall consist of not fewer than twenty-four (24) nor more than twenty-eight (28) members. The number of directors within the aforesaid limitation, the manner in which they are elected, appointed or otherwise chosen, and their respective terms of office shall be as prescribed in the By-Laws.

The Board of Directors may elect from its membership and Executive Committee to be composed as prescribed in the By-Laws, and with such duties as may be assigned it by the Board of Directors or in the By-Laws.

The directors shall have the authority to fill vacancies on the Board.

The Board of Directors may enact By-Laws governing the affairs of the corporation, and may alter or amend such By-Laws at any regular meeting of the Board of Directors or at any special meeting called for that purpose.

ARTICLE VI.

The officers of the corporation shall be a, Board Chair, one or more Vice Chairs, the Chair Elect, the Immediate Past Chair, a Treasurer, an Assistant Treasurer and a Secretary. The officers shall be elected by the Board of Directors for a term of one (1) year and until their successors are elected and qualified.

ARTICLE VII.

The meetings of members of the corporation or of the directors shall be called and conducted in the manner prescribed in the By-Laws.

ARTICLE VIII.

The corporation shall have perpetual existence.

ARTICLE IX.

The Articles of Incorporation may be amended by the members at the annual meeting or any special meeting called for that purpose. Amendments to the Articles may be submitted by the Board of Directors or by twenty-five (25) or more individuals and/or institutional members of the corporation. Any amendments submitted by fewer than twenty-five (25) members must first be submitted to the Board of Directors for approval before submission to the general membership. Any amendment submitted by twenty-five (25) or more members must first be submitted to the Board of Directors, which shall thereupon submit such proposed amendment to a meeting of the membership of the corporation with or without recommendation.

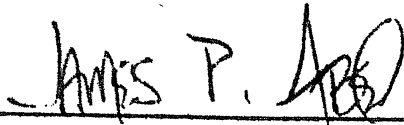
ARTICLE X.

The corporation shall not have or issue shares of stock. No dividends shall be paid.

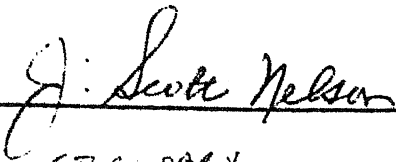
Upon dissolution of the corporation, the assets thereof shall be donated to another organization or organizations whose purposes are consistent with those of the corporation chosen by the Board of Directors.

Revised February 13, 1992

per amendments approved by annual meeting of the membership 2/13/92



BOARD CHAIR



SECRETARY