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STATE OF NEBRASKA
SECRETARY'S OFFICE
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
UNITED WAY OF LINCOLN AND LANCASTER COUNTY

The United Way of Lincoln and Lancaster County, in order to consolidate its original Articles of Incorporation, filed February 14, 1945, and subsequent amendments thereto, and also to revise its Articles to comply with and gain the full benefit of the rights and obligations granted to corporations by the Nebraska Nonprofit Corporation Act, duly adopts the following Amended and Restated Articles of Incorporation pursuant to Nebraska Revised Statutes §§ 21-19,105 to 21-19117:

ARTICLE I - NAME.

The name of the corporation is United Way of Lincoln and Lancaster County.

ARTICLE II - DURATION.

The corporation shall have perpetual existence.

ARTICLE III- PURPOSE.

The corporation is a public benefit corporation organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The mission of the United Way of Lincoln and Lancaster County is to improve the organized capacity of people to voluntarily respond to one another's needs, through mobilization of all available human, financial, and material resources to address our community's priority health and human service issues.

ARTICLE IV - NON-STOCK.

The corporation shall be non-stock and no dividends shall be declared or paid.

ARTICLE V - MEMBERSHIP.

The corporation shall have no members.

ARTICLE VI - POWERS.

The corporation shall have all rights and powers granted to corporations organized and existing under the Nebraska Nonprofit Corporation Act, except as follows:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

(b) No substantial part of the activities of the corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT.

The corporation's registered office in this state is Room 112, Lincoln Center Building, 215 Centennial Mall South, Lincoln, Lancaster County, Nebraska and the registered agent at such address is Sandra R. Rupp.

ARTICLE VIII - BYLAWS.

The Board of Directors of the corporation will have full power to adopt, amend, or otherwise revise the bylaws of the corporation.

The management of the corporation shall be in accordance with provisions of its bylaws.

The manner of selection or election of officers and subsequent board members shall be in accordance with provisions of its bylaws.

ARTICLE IX - DISSOLUTION.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - AMENDMENTS.

A recommendation to amend these Articles of Incorporation may be made by motion

and second at any Board meeting, or may be received from the Executive Committee. Upon recommendation to amend, these Articles may be amended by the Board at any regular meeting or special meeting called for the purpose of amending these Articles, upon submission of the proposed amendment(s) to these Articles, in written form, to each director at least ten (10) days in advance of such meeting. A proposed amendment shall take effect upon approval by two-thirds (2/3) of the directors voting on such proposed amendment at such meeting.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, which by amendment revise and restate in their entirety the corporation's original Articles of Incorporation and all prior amendments, have been duly adopted by the corporation's directors pursuant to provisions of its bylaws and Nebraska Revised Statutes §§ 21-19,105 to 21-19117.

Dated: Febr. 23, 1999

THE UNITED WAY OF LINCOLN
AND LANCASTER COUNTY

By: Mark M. Schorr
President

Attest:

Janet Starnes
Secretary

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 23rd day of February, 1999, by Mark M. Schorr, President of The United Way of Lincoln and Lancaster County, a Nebraska nonprofit corporation, on behalf of the corporation.



Rosemary J. Junker
Notary Public