

JUL 19 1988

00549

STATE OF NEBRASKA }
Lancaster County } SS

Microfilmed for record in the
Clerks Office in Lincoln 88

in said county, the 19 day of July 1988
4:10 o'clock P M, Film No. 88-549
Paid \$ \$35.00

W. Richard Baker

County Clerk

NEBRASKA INDEPENDENT INSURANCE AGENTS FOUNDATION

OF

STATE OF NEBRASKA }
SECRETARY'S OFFICE } SS

Received and filed for record
and recorded on film roll No. 88-22 at page 871

Allen F. Beermann

Secretary of State

By *[Signature]*
93483 \$38.00

The undersigned, being natural persons of the age of 21 years or more, hereby adopt the following Articles of Incorporation pursuant to the Nebraska Nonprofit Corporation Act.

ARTICLE I

The name of the corporation is NEBRASKA INDEPENDENT INSURANCE AGENTS FOUNDATION.

ARTICLE II

The corporation shall commence doing business upon the issuance of the certificate of incorporation by the Secretary of State of the State of Nebraska, and shall have perpetual existence thereafter.

ARTICLE III

This corporation is organized and shall be operated for charitable, scientific and educational purposes and specifically to help to maintain, develop, increase, and extend the facilities to help to develop, maintain, increase, extend and promote insurance education among licensed insurance agents and other persons associated with the insurance industry; to promote and support programs and courses with respect to insurance conducted by appropriately accredited educational institutions, including the making of gifts, grants or scholarships to students of such institutions; to educate and act as a resource for the education of governmental entities, public officials and the general public with respect to the general principals of insurance and public

safety; and for such other purposes as are authorized by the laws of the State of Nebraska and not prohibited by the Nebraska Nonprofit Corporation Act or by Section 501(c)(3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.

ARTICLE IV

Section 1. The corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by Section 21-1904, R.R.S. 1943, as it now is or may hereafter be amended, including the right to create such funds or trusts as the Board of Directors shall create for the purpose of receiving, holding or investing property, real or personal.

Section 2. No substantial part of the activities of this corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall this corporation engage in any transaction, accumulation of funds, or any other activities prohibited to tax exempt charitable, scientific and educational organizations at that time by the Internal Revenue laws and other laws of the United States of America, or any laws of the State of Nebraska or any other state where such activities of this corporation are conducted.

Section 3. No part of the net earnings of this corporation shall inure to the benefit of any director, officer or private individual except as reasonable compensation for services

rendered, goods received, and other property or valuable thing which may be acquired by the corporation for the accomplishment of its purposes.

Section 4. No dividends shall ever be declared or paid by this corporation, and upon termination or dissolution all of the remaining assets of this corporation shall be distributed, transferred or conveyed, in trust or otherwise, to such organization or organizations identified with or associated with either the Independent Insurance Agents of Nebraska or the Independent Insurance Agents of America, Inc. which are tax exempt organizations under the provisions of Section 501(c) (3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto, with the identity of such organization or organizations to be determined by the corporation Board of Directors. In the event no such organization or organizations shall exist or are identified by said Board of Directors, all remaining assets, upon termination or dissolution of the corporation shall be distributed, transferred and conveyed, in trust or otherwise, to the University of Nebraska Foundation.

ARTICLE V

This corporation may have members, classes of members, or no members, all as determined by the Board of Directors, and provided from time to time in the Bylaws of the corporation. Any such members so provided by the Board of Directors shall have voting rights and management rights, or no voting rights and no management rights, all as determined by the Board of Directors

when they choose to create in the Bylaws of the corporation any classes of members or members of the corporation.

ARTICLE VI

The address of the initial registered office of the corporation shall be 300 North 27th Street, Lincoln, NE 68503, and the name of registered agent at such address shall be Carol McClelland.

ARTICLE VII

Section 1. The number of directors constituting the initial Board of Directors is 10 and the names and address of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Vi J. Kuhl	7435 Englewood Drive Lincoln, NE 68510
Tom Tideman	102 South Robinson Hartington, NE 68739
Patrick W. Thomas	1221 North County Road Sutherland, NE 69165
William A. Brown	1328 Howard Place Grand Island, NE 68803
John F. Zimmer, III	2600 Kessler Blvd. Lincoln, NE 68502
Arnie Johansen	3311 Willow Wood Circle Lincoln, NE 68506
Phillip J. Harr	409 West "R" McCook, NE 69001
Mark A. Kolterman	1510 Plainview Seward, NE 68434
Daniel D. Hartman	10408 Grover Omaha, NE 68124
Carol McClelland	3316 Willow Wood Circle Lincoln, NE 68506

Section 2. Any director of this corporation may be removed from office at any time by a majority vote of all of the other directors then serving whenever in their judgment the best interests of the corporation would be served by such removal.

Section 3. All nominations for and elections to the office of Director of this corporation shall be made by a majority vote of the Board of Directors in accordance with the procedures set forth in the Bylaws of this corporation.

Section 4. Every person who is or has been a director or officer of this corporation, shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of this corporation whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding, be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer; or, (2) in the event of a settlement of any such claim, action, suit or proceeding unless (a) such settlement shall, with

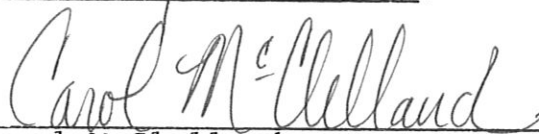
knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding; or (b) such settlement shall have been made upon the written opinion of independent legal counsel selected by or in a manner determined by the Board of Directors to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

Section 5. The private property of all directors and officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

ARTICLE VIII

The name and addresses of the incorporators are: Carol McClelland, 3316 Willow Wood Circle, Lincoln, NE 68506 and Charles F. Noren, 532 East 5th, Hickman, NE 68372.

DATED this 19th day of July, 1988.


Carol McClelland


Charles F. Noren

Incorporators

SEP 22 1988

STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }Received and filed for record
and recorded on film roll No. 88-29 at page 871Allan J. Beermann
Secretary of StateBy [Signature]
97180 \$18.00

709

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
NEBRASKA INDEPENDENT INSURANCE AGENTS FOUNDATION

The undersigned President and Secretary of the Corporation hereby set forth the following amendment to the Articles of Incorporation.

1. AMENDMENT: The name of the Corporation is changed to "Independent Insurance Agents of Nebraska Foundation", and the Articles of Incorporation, By-Laws and all other official documents pertaining to the Corporation are amended to reflect this change of name.

2. The Corporation has no members and no members having voting rights.

3. The foregoing Amendment was adopted on August 16, 1988 at the initial meeting of the Board of Directors by the vote of a majority of the directors in office.

SO CERTIFIED this 20TH day of September, 1988.

Mark A. Kolterman President
Mark A. Kolterman, President

Carol McClelland, Sec.
Carol McClelland, Secretary

STATE OF NEBRASKA } SS
Lancaster County } Microfilmed for record in the
in said county, the 22 day of September 19 88
at 10:50 o'clock A. M., Film No. 88-709
Fee Paid \$ \$5.00
W. Richard Baker
County Clerk Deputy

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INDEPENDENT INSURANCE AGENTS OF NEBRASKA FOUNDATION

The undersigned President and Secretary of the Corporation hereby set forth the following amendment to the Articles of Incorporation.

1. AMENDMENT: Article IV, Section 4 is amended to read:

Section 4. No dividends shall ever be declared or paid by this corporation, and upon termination of the corporation, the corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

AND


that the President and Secretary-Treasurer be authorized to file this Amendment with the Secretary of State of the State of Nebraska.

2. The Corporation has no members and no members having voting rights.

3. The foregoing Amendment was adopted on July 13, 1990 at a special meeting of the Board of Directors by the vote of a majority of the directors in office.

SO CERTIFIED this 17th day of August, 1990.


Allen J. Niedbalski, President


Carol McClelland, Secretary

AUG 20 1990
STATE OF NEBRASKA }
SECRETARY'S OFFICE } SS
Received and filed for record
and recorded on film roll No. 90-16 at page 202
Allen J. Beerman
Secretary of State
34835 \$18.00