

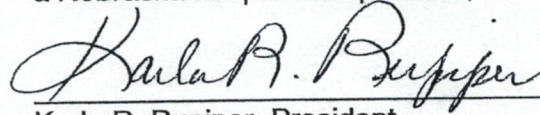
**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
MIDLANDS COMMUNITY FOUNDATION**

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, the undersigned Corporation hereby certifies that:

1. The name of the Corporation is: Midlands Community Foundation.
2. The Amended and Restated Articles of Incorporation, attached hereto as Exhibit "A" ("Restated Articles"), shall supersede the existing Articles of Incorporation and all amendments thereto.
3. The Restated Articles contain amendments to the existing Articles of Incorporation of the Corporation which require approval by the Board of Directors. The Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation on June 16, 2009.

Dated this 16<sup>th</sup> day of June, 2009.

MIDLANDS COMMUNITY FOUNDATION,  
a Nebraska nonprofit corporation,

  
Karla R. Rupiper, President

# EXHIBIT "A"

## AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MIDLANDS COMMUNITY FOUNDATION

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, as amended ("Act"), the undersigned Corporation, hereby adopts the following Amended and Restated Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation is Midlands Community Foundation ("Corporation").

### ARTICLE II DESIGNATION

The Corporation is a public benefit corporation under the Act.

### ARTICLE III REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is 1246 Golden Gate Drive, Suite 1, Papillion, Nebraska 68046, and the name of the registered agent at such address is Patrick J. Sullivan.

### ARTICLE IV PURPOSES

The Corporation is organized, and shall be operated, on a not-for-profit basis and exclusively for charitable, religious, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code ("Code").

### ARTICLE V POWERS

The Corporation shall have all the powers conferred upon nonprofit corporations by the Act, and any enlargement of such powers conferred by subsequent legislative acts. In addition thereto, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article IV above; provided, however:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation, or any private individual, 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 IV above.

b. 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 or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office, including the publication or distribution of statements.

c. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

#### **ARTICLE VI** **MEMBERS**

The Corporation shall have no members.

#### **ARTICLE VII** **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for charitable, religious, educational or scientific purposes within the meaning of section 501(c)(3) of the Code, as the Board of Directors shall determine. 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 16<sup>th</sup> day of June, 2009.

MIDLANDS COMMUNITY FOUNDATION,  
a Nebraska nonprofit corporation

By: Karla R. Rupiper  
Karla R. Rupiper, President