

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEBRASKA VOCATIONAL AGRICULTURAL FOUNDATION**

Pursuant of the provisions of Section 21-19, 110 of the Nebraska Nonprofit Corporation Act, the articles of Incorporation of Nebraska Vocational Agricultural Foundation (the “Corporation”) are amended and restated as follows:

ARTICLE I

NAME

The name of the Corporation is Nebraska Vocational Agricultural Foundation.

ARTICLE II

DURATION

The period of the Corporation’s existence is perpetual.

ARTICLE III

PURPOSES

The Corporation is organized, and at all times shall be operated exclusively for charitable and educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) (the “Code”), including for such purposes of making distributions to qualified individuals and organizations as determined by the Corporation’s Board of Directors from time to time in accordance with the Corporations Bylaws and governing documents. The Corporation shall receive, administer, and disburse funds for such charitable or educational purposes as will, in the discretion of the Board of Directors, promote leadership training in regard to the mental, moral, spiritual, intellectual, educational, and physical improvement and assistance of all people who are interested in religious, charitable, or educational studies, instruction and pursuit, including, but not limited to, students in agricultural educational, regardless of race, color or religious creed, national origin, age, handicap or gender. In carrying out its purpose, the Corporation shall:

- A. Develop and administer conference facilities for recreation and leadership training, including the operation and maintenance of the same;
- B. Transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Nebraska, to the extent that such business furthers the exempt purpose of the Corporation set forth above and may otherwise be conducted by organizations that qualify as exempt organizations under section 501(c)(3) of the Code, as may be amended, or the corresponding provisions of any future federal revenue law: and

- C. Do everything necessary, proper, advisable and convenient for the accomplishment of the exempt purpose of the Corporation set forth above and to do all other things incidental thereto or connected therewith which are not forbidden by laws of the State of Nebraska or by these Articles of Incorporation.

ARTICLE IV

POWERS

The Corporation shall have and exercise those powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts, or which are not otherwise denied nonprofit corporations by the laws of the State of Nebraska. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation that qualifies as an exempt organization under section 501(c)(3) and 170(c)(2) of the Code.

In no event shall twenty percent (20%) of available funds of the Corporation be utilized for distribution and application in any one calendar year for the purposes specified in these Articles unless so directed by the majority action of the Board of Directors taken at any regular or special meeting, or unless authorized or directed by the terms of any such contribution by gifts, grants, devises or bequests.

ARTICLE V

BYLAWS TO REGULATE INTERNAL AFFAIRS

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

ARTICLE VI

DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

The Corporation is dedicated to and operated exclusively for the purposes above stated, and no part of the principal or net income of the Corporation shall be distributed or inure to the benefit of any private individual; provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions which further the purposes set forth in Article III or which otherwise further the Corporation's exempt purpose. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at the time qualify under Section 50(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to state or local government, for a public purpose, as the Board of Directors shall determine.

ARTICLE VII

NO POWER TO INFLUENCE LEGISLATION

The Corporation shall not participate in any political campaign for or against any candidate for public office or devote a substantial part of its activities to influencing legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1609 E Highway 34, Aurora, Nebraska and the name of its registered agent at such address is Clifford Jensen, the Center Director.

ARTICLE IX

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall not be less than three. The Board of Directors shall be composed of such persons as may be elected pursuant to the terms of the Bylaws of the Corporation.

ARTICLES X

MEMBERS

The Corporation shall have no members.

ARTICLE XI

AMENDMENTS

These Articles may be altered, amended or repealed only upon an affirmative vote of a majority of the Board of Directors at a duly constituted meeting thereof, after being presented at a previous meeting.

ARTICLE XII

TYPE OF CORPORATION

The Corporation shall be a public benefit corporation and is classified as a public charity organization under Section 170(c)(2) of the Code.

ARTICLE XIII

LIMITATION OF LIABILITY AND INDEMNIFICATION

The officers and directors of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or other liabilities. A director of the Corporation shall not be exempt from any corporate debts or other liabilities. A director of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its members, if any; (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) for any transaction from which the director derived any improper personal benefit. If the Nebraska Nonprofit Corporation Act or any such legislation is hereinafter amended, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by such law as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The Corporation shall indemnify the officers and directors in accordance with Sections 21-1997 and 1998 of the Nebraska Nonprofit Corporation Act, as amended, to the extent such provisions apply.

ARTICLE XIV

ADOPTION OF AMENDMENT

The foregoing Amended and Restated Articles of Incorporation were unanimously adopted at a meeting of Board of Directors of the Corporation called and held on July 30, 2004.