

STATE OF

NEBRASKA



United States of America,  
State of Nebraska } ss.

Department of State  
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

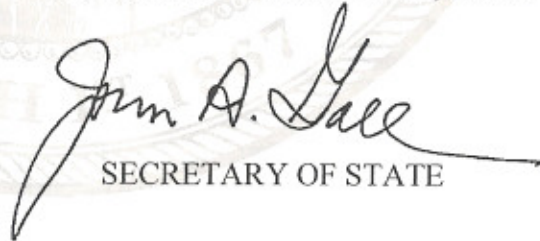
the attached is a true and correct copy of Articles of Incorporation of

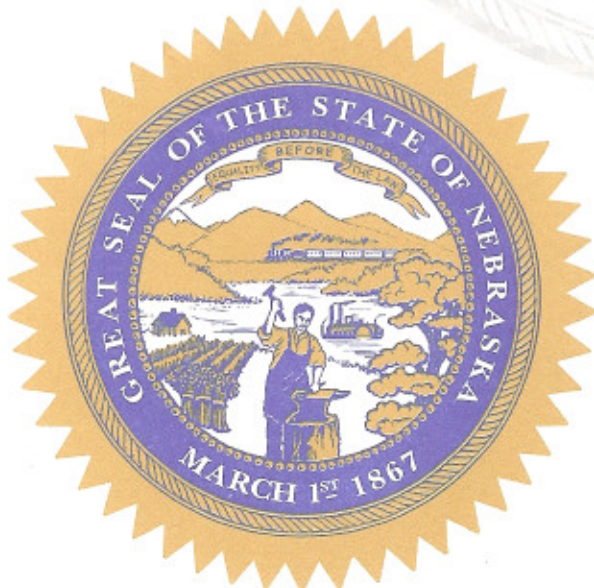
**UNITED IN PRIDE**

with its registered office located in OMAHA, Nebraska, as filed in this office on March 10, 2011 .

In Testimony Whereof,

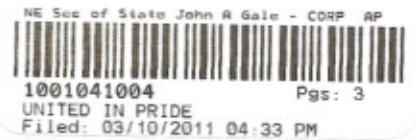
I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on March 10, 2011.

  
SECRETARY OF STATE



This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.

ARTICLES OF INCORPORATION  
OF  
UNITED IN PRIDE



KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have associated ourselves for the purpose of forming and becoming a corporation under the Nebraska Nonprofit Corporation Act, Section 21, SECTION 19, Nebraska Revised Statutes 1943, and for that purpose do hereby adopt the following SECTIONS of Incorporation.

ARTICLE I  
NAME

The name of the corporation is United in Pride.

ARTICLE II  
DURATION

The corporation shall have perpetual existence.

ARTICLE III  
PURPOSES AND POWERS

The purposes for which the corporation is organized are:

1. To engage in activities which are exclusively for charitable purposes, including in particular for honoring the integrity, history and diversity of the Gay, Lesbian, Bisexual and Transgender people in the State of Nebraska and surrounding communities through education, assistance, and celebration; eliminating prejudice and discrimination; and any and all other things which are necessary and expedient for carrying out the intent and purposes for which this corporation has been formed.
2. The Corporation is a public benefit corporation. The Corporation shall possess and may exercise all the powers and privileges granted to nonprofit corporation by the laws of the State of Nebraska, to the extent that such powers may be exercised by organizations exempt from Federal Income Tax under Section 501(c)3 and/or 501(c)4 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV  
DISTRIBUTION OF FUNDS

The Corporation's net income shall be expended by the Corporation for *honoring the integrity, history and diversity of the Gay, Lesbian, Bisexual and Transgender people in the State of Nebraska and surrounding communities through education, assistance, and celebration; eliminating prejudice and discrimination.*

ARTICLE V  
RESTRICTIONS

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, members 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 distribution in furtherance of the purposes set forth in SECTIONS III AND IV hereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these SECTIONS, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) 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 VI  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is **105 S. 49 Street, Suite E Omaha, NE 68132** and the names of its initial registered agent at such address is **Royal D. Bush**.

ARTICLE VII  
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation, but shall not be less than three (3). The Directors shall be elected or appointed in the manner for the terms provided by the Bylaws. Any Director may be removed by the affirmative vote of two-thirds (2/3) of the Directors in office. Directors may be divided into such classes as may be provided in the Bylaws and the terms of the office of the several classes need not be uniform. The Bylaws may prescribe qualifications for each class of Directors, and the qualifications for the several classes need to be uniform. The Bylaws may provide for ex officio Board of Directors. The number of Directors constituting the initial Board of Directors is 8.

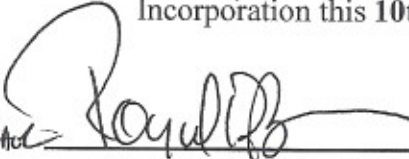
ARTICLE IX  
MEMBERS

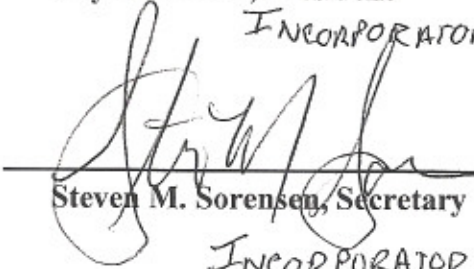
There will be no voting members.

ARTICLE X  
DISSOLUTION, DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, distribute of all of the assets of the Corporation exclusively 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 distribute the assets to the federal government, or to a state or local government, for 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.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators, have executed these <sup>ARTICLES</sup> ~~SECTIONS~~ of Incorporation this <sup>10<sup>th</sup></sup> ~~10th~~ Day of March, 2011.

*Incorporator*  3-10-11 105 S. 49th Suite 2  
OMAHA, NE 68132.  
Royal D. Bush, President 3/10/11  
INCORPORATOR

 3-10-11 1003 SOUTH 42ND ST.  
OMAHA, NE 68105  
Steven M. Sorensen, Secretary 3/10/11  
INCORPORATOR