

ARTICLES OF INCORPORATION
OF THE
OGALLALA CHAMBER OF COMMERCE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned have associated themselves together for the purpose of incorporating under the laws of the State of Nebraska as a non-profit corporation and for that purpose we do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be Ogallala Chamber of Commerce, Inc., and is hereinafter referred to in these Articles of Incorporation as the Corporation.

ARTICLE II

Principal Place of Business

The principal place of business shall be in the City of Ogallala, County of Keith, State of Nebraska. The resident agent shall be Mark H. Harrington. The street address of its initial registered office shall be 20 North Spruce Street, Ogallala, Nebraska.

ARTICLE III

General Nature of Business

Section 1

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the Corporation are the advancement of the civic, commercial, industrial and agricultural interests of the City of Ogallala, State of Nebraska, and the surrounding territory; the promotion of the general welfare and progress of the city, county and its surrounding territory, and the stimulation of public sentiment to these ends.

Section 2

The Corporation shall have the power to acquire by purchase or otherwise, own, hold, mortgage or otherwise lien, and to lease, sell, exchange, transfer or in any manner dispose of real and personal property of any kind and wherever located.

Section 3

The Corporation shall have the power in general to transact any and all business within its general objects and purposes, and to have and exercise all the powers conferred by the laws of the State of Nebraska upon non-profit corporations now or hereafter enacted.

Section 4

The Corporation shall not issue any class of stock and no part of the net earnings or income of the Corporation shall inure to the benefit of any individual.

ARTICLE IV

Incorporators

The names and places of residence of each of the incorporators are as follows:

O. R. Garwood, 213 West Third Street, Ogallala, Nebraska
Fred A. Arterburn, 607 West Fifth Street, Ogallala, Nebraska
Phil K. Dowling, 717 West First Street, Ogallala, Nebraska
Francis M. Saxton, 1118 Robin Lane, Ogallala, Nebraska
Charles T. Mueller, 321 East B Street, Ogallala, Nebraska
Mark H. Harrington, 601 Student Drive, Ogallala, Nebraska

ARTICLE V

Perpetual Existence

The corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Nebraska, and the Corporation shall have perpetual existence.

ARTICLE VI

Liability for Corporate Debts

Section 1

The private property of the members or directors shall not be subject to the payment of corporate debts to any extent whatsoever.

Section 2

The corporation shall indemnify every director or officer, or former director or former officer, his heirs, executors and administrators against reasonable expenses actually incurred by him in connection with the defense of any

action, suit or proceeding to which he may be made a party by reason of his being, or having been, a director or officer of the Corporation, except in relationship to matters as to which he shall be finally adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his duties. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by independent counsel, selected by or in the manner designated by the Board of Directors, that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE VII

Membership

Section 1

Any person interested in promoting the general nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted and carried on by the Corporation shall be eligible for membership in the Corporation.

Section 2

The procedures governing the admission to and the exercise of privileges of membership shall be as provided in the by-laws of the Corporation. The by-laws may provide for the termination of membership in the Corporation for non-payment of dues.

ARTICLE VIII

Board of Directors and Officers

Section 1

The affairs of this Corporation shall be conducted by a Board of Directors, all of whom shall be members of the Corporation. The number of directors in the Corporation, not less than three, shall be fixed from time to time by the by-laws, and the number may be altered as therein provided.

Section 2

The directors shall be elected by the members, such election to take place at such time and to be conducted in such manner as shall be described by the by-laws of this Corporation. In the event of any increase in the number of directors, additional directors shall be elected by the members at a regular or special meeting. In the event of a vacancy in the Board of Directors the remaining directors, by an affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place is vacant and until his successor is duly elected and qualified.

Section 3

The officers of the Corporation shall consist of a president, a vice-president, a secretary and a treasurer, and such other officers as may be designated in the by-laws. Any two of such offices may be held by one and the same person except the office of president and secretary. The officers shall be elected by the Board of Directors and shall serve for the term of one year or until their successors are elected and qualified.

Section 4

The time for holding meetings of the membership for the election of the Board of Directors or for holding any regular or special meetings shall be as provided for by the by-laws adopted by the Board of Directors.

ARTICLE IX.

By-Laws

The Board of Directors at any regular or special meeting is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE X

Dissolution

In the event of the dissolution of this corporation no part of the net assets of the corporation shall be distributed to any member or any individual. All such assets shall be distributed to a non-profit organization operated exclusively for charitable, scientific, literary, educational or recreational purposes, or for the promotion of social welfare, and operating within the City of Ogallala or the County of Keith, or in the surrounding territory as may be designated by the Board of Directors of this corporation.

ARTICLE XI

Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or

hereafter prescribed by statute.

IN WITNESS WHEREOF we have hereunto set our hands this 30th day of September, A. D., 1958.

O. R. Garwood
Fred A. Arterburn
Phil K. Dowling
Francis M. Saxton
Charles T. Mueller
Mark H. Harrington

STATE OF NEBRASKA)
) SS
COUNTY OF KEITH)

On this 30th day of September, A. D., 1958, before me, a notary public in and for said County of Keith, personally appeared O. R. Garwood, Fred A. Arterburn, Phil K. Dowling, Francis M. Saxton, Charles T. Mueller and Mark H. Harrington, to me known to be the identical persons named, and who executed the foregoing Articles of Incorporation, and acknowledged the signing and execution thereof to be their voluntary act and deed.

WITNESS my hand and notarial seal this 30th day of September, A. D., 1958.

L. M. Heesemann

My commission expires Jan. 17, 1964.

