

CONCORDIA LUTHERAN SCHOOLS OF OMAHA, INC.

THIRD AMENDED & RESTATED  
ARTICLES OF INCORPORATION

THE UNDERSIGNED, the duly authorized President and Secretary of Concordia Lutheran Schools of Omaha, Inc., formerly known as Wider Omaha Lutheran School Association, Inc., a Nebraska nonprofit corporation, herewith execute and adopt the following Third Amended & Restated Articles of Incorporation (hereinafter referred to as the Articles). These Articles were unanimously approved by a quorum of members present at a duly called special meeting held on August 17, 2008 and supersede the original Articles of Incorporation adopted December 2, 1996, and all amendments thereto.

ARTICLE I

Name

- 1.1 The name of the corporation is Concordia Lutheran Schools of Omaha, Inc. (Corporation).

ARTICLE II

Public Benefit Corporation

- 2.1 The Corporation is a public benefit corporation.

ARTICLE III

Duration

- 3.1 The Corporation shall have a perpetual existence.

ARTICLE IV

Purposes

- 4.1 The Corporation is organized solely and exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the

corresponding provision of any future United States Internal Revenue Law (hereinafter the "Code"), and is not organized for the private gain of any person.

4.2 The specific purposes for which the Corporation is organized are as follows:

- (a) To establish, conduct and maintain one or more Lutheran Christian elementary and/or secondary schools, which offer a valid and legal preparatory curriculum that draws its religious doctrine solely from the canonical books of the Old and New Testaments as the inspired Word of God and all the symbolical books of the Evangelical Lutheran Church contained in the Book of Concord as true and sound exposition of Christian Doctrine; and
- (b) To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or these Articles of Incorporation.

4.3 Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170 of the Code.

4.4 The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it shall not distribute gains, profits or dividends to any Director thereof or to any other private individual or entity.

4.5 The property, assets, profits and net income of the Corporation are dedicated irrevocably to the purposes set forth in this Article, and no part of the profits or net income of the Corporation shall ever inure to the benefit of any Director or officer thereof or any other private individual or entity.

## ARTICLE V

### **Powers**

5.1 The Corporation shall have and possess all powers and rights conferred upon corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights not otherwise denied not-for-profit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes of the Corporation set forth in Article IV herein.

ARTICLE VI

**Members**

6.1 The Corporation shall have members.

ARTICLE VII

**Governance**

7.1 The business and affairs of the Corporation shall be conducted by the Board of Directors, as elected by the Members or appointed in accordance with the Bylaws, which shall be responsible for the administration and management of the Corporation in accordance with the purposes for which the Corporation has been organized.

7.2 Bylaws of the Corporation shall be adopted by the Board of Directors, subject to approval requirements for adoption or amendment set forth in the Nebraska Nonprofit Corporation Act.

ARTICLE VIII

**Registered Office and Registered Agent**

8.1 The street address of the registered office of the Corporation is **North Old Mill, 711 North 108<sup>th</sup> Court, Omaha, Nebraska 68154**; and the name of its initial registered agent at such address is **711 Service Corp.**

ARTICLE IX

**Indemnification of Directors, Officers and Employees**

9.1 To the extent permitted by the Nebraska Nonprofit Corporation Act, the Corporation shall indemnify its Directors and may indemnify its officers and employees for liabilities and expenses incurred by reason of such individual being made a party to a proceeding because the individual is or was a Director, officer, member or employee of the Corporation.

ARTICLE X

**Other Provisions**

10.1 The Corporation shall have no capital stock and shall declare no dividends.

10.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, members, trustees or other private persons (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes); and no Director, officer, member or trustee or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XI

**No Power to Influence Legislation**

11.1 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 (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XII

**Distribution of Assets upon Dissolution**

12.1 In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the property and assets of the Corporation shall go and be distributed to one or more nonprofit charitable corporations, preferably as may be involved in Lutheran education, which then qualify as exempt organizations under Section 501(c)(3) of the Code or a governmental agency or entity as may be selected by the Board of Directors of the Corporation so that the property and assets of the Corporation shall then be used for and devoted to the nonprofit purposes of the Corporation as set forth in Article IV hereof, and consistent with the terms and conditions of the Nebraska Nonprofit Corporation Act.

12.2 None of the assets or property of the Corporation, nor the proceeds of any assets or property in the event of dissolution, shall transfer or be distributed to any private individual, either for the reimbursement of any sums subscribed, donated or contributed by such individual, or for any other such purpose, it being the intent that in the event of dissolution of the Corporation or upon its ceasing to carry out the object and purposes as

herein set forth, that any remaining assets shall be distributed to organizations which are organized and operating exclusively for charitable purposes.

ARTICLE XIII

**Amendments**

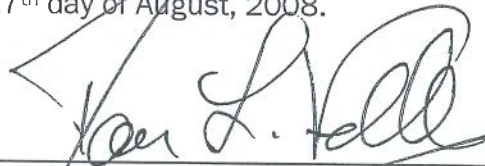
13.1 These Third Amended & Restated Articles of Incorporation, and the Bylaws of the Corporation, may be amended at any time in the manner and form provided by the Nebraska Nonprofit Corporation Act.

ARTICLE XIV

**Supersession**

14.1 These Third Amended & Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned have executed these Third Amended & Restated Articles of Incorporation as of the 17<sup>th</sup> day of August, 2008.



\_\_\_\_\_  
Dan L. Vehle, President



\_\_\_\_\_  
Rachael A. Meinders, Secretary