

NEBRASKA SECRETARY OF STATE ♦ ROBERT B. EVNEN
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BUSINESS SERVICES DIVISION

Corporations

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Notary

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MARY MILLER
322 W 39TH ST
PO BOX 1060
KEARNEY, NE, 68848
United States

Receipt Number: 221104102334525-1173338

Receipt Date: November 04, 2022

The following details your transaction(s) with the Secretary of State's Office.

Transactions posted to this receipt:

Entity Name / Filing Number	Type of Filing	Amount
KEARNEY PARTNERSHIP	Certified Copies	\$ 0.00
	Total Amount:	\$ 0.00

STATE OF NEBRASKA

United States of America, } ss.
State of Nebraska }

Secretary of State
State Capitol
Lincoln, Nebraska

I, Robert B. Evnen, Secretary of State of the
State of Nebraska, do hereby certify that

KEARNEY PARTNERSHIP

a Nonprofit Corporation filed Articles of Incorporation on November 2, 2022.

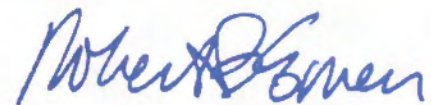
I further certify that attached is a true and correct copy of the above
mentioned Articles of Incorporation.

*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.*

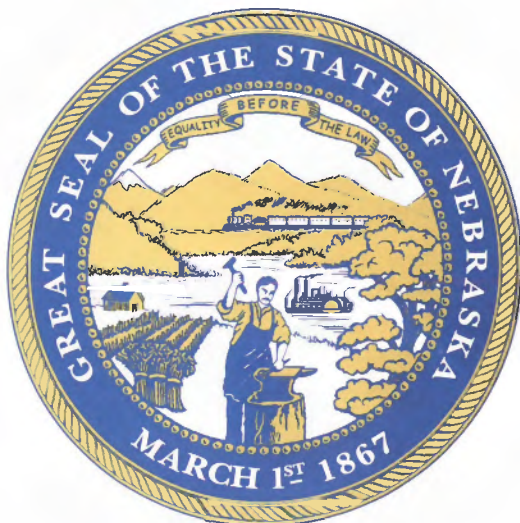
In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the
State of Nebraska on this date of

November 4, 2022



Secretary of State



**ARTICLES OF INCORPORATION
OF
KEARNEY PARTNERSHIP**

The undersigned, desiring to form a Corporation not for profit under the laws of the State of Nebraska, does hereby make, execute and acknowledge these Articles in writing of my intention to create a body corporate and politic, not for profit, under the provisions of the Nebraska Nonprofit Corporation Act, Neb. Rev. Stat. '21-1901 et seq., and hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the Corporation shall be: Kearney Partnership

ARTICLE II.

CLASSIFICATION OF CORPORATION

This Corporation is a public benefit corporation.

ARTICLE III.

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE IV.

MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The qualifications of the members of the Corporation; the manner of their admission; the different classes of members, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the Bylaws. The Corporation shall be nonstock and no dividends or

pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporation obligations.

ARTICLE V.

PURPOSES

This Corporation is formed for charitable and educational purposes and shall engage in any lawful act or activity for which corporations may be organized under the provisions of the Nebraska Nonprofit Corporation Act. Subject to the foregoing, the specific purposes of the Corporation include:

1. To promote interest and encourage persons and the general public relating to promotion of the educational, charitable, economic, organizational, recreational and other community assets through the ownership and maintenance of certain suitable facilities that will be utilized by its non-profit members.
2. To receive and maintain a fund or funds related to construction, furnishing, operation, leasing and maintenance of real property; as well as ownership of real property or personal property, or both, and subject to such other restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and principal thereof for charitable or educational purposes specified herein.

This Corporation shall operate as a nonprofit corporation without capital stock and is not organized and shall not operate for the pecuniary benefit of its directors, members, officers or other private persons nor may it issue stock, or declare or distribute dividends, and no part of its net earnings shall inure to the benefit of any directors, members, or officers of the Corporation or any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and powers as set forth in this Article, Article V, and Article VII hereof. Any income received by the Corporation from the ownership, maintenance, operating, leasing, and selling of or

otherwise disposing of its property shall be applied first to expenses, maintenance, and operation of said Corporation, and any net earnings remaining after the payment thereof shall be devoted exclusively for the purposes set forth in this Article, Article V, and within the intentment of Section 501(c) of the Internal Revenue Code of 1986 and shall not inure to the benefit of any directors, members or officers of the Corporation or any individual.

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 any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, 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) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (C) by a nonprofit corporation organized under the laws of the State of Nebraska pursuant to the Nebraska Nonprofit Corporation Act.

ARTICLE VI.

DISTRIBUTION OF ASSETS ON DISSOLUTION

The Corporation may be dissolved only pursuant to the provisions of the Nebraska Nonprofit Corporation Act. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and

operated exclusively for public benefit, charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court 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.

ARTICLE VII.

POWERS

As a means of accomplishing the purposes set forth in Article IV, the Corporation shall have the power to do all things necessary, suitable, proper, convenient, or expedient to carry out such purposes, including the following powers:

- (a) To fundraise, acquire and collect funds and material from private individuals, companies, political subdivisions, private foundations or community foundations; and
- (b) To purchase, acquire, own, hold, use, lease, grant, sell, exchange, mortgage, convey in trust, pledge, manage, improve, contract, operate and generally deal in any and all real estate, improved and unimproved, and any and all other property of any kind and description, real, personal and mixed; and
- (c) To borrow money and to issue notes, bonds and debentures, secured or unsecured by the real and personal property; to raise funds through industrial development bonds or other means of public financing; and to receive donations to advance its purpose.

The enumeration of the above powers shall not be construed to be a limitation of the powers of the Corporation, and the Corporation shall have all of the powers, rights, and privileges conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act, provided such powers are exercised only to carry out the purposes set forth in Article

V.

ARTICLE VIII.

BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors as provided in its Bylaws.

ARTICLE IX.

BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws as enacted or amended from time to time by the Board of Directors.

ARTICLE X.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation shall be located at 322 West 39th Street and the name of the registered agent at such address is Daniel L. Lindstrom.

ARTICLE XI.

NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the incorporator is as follows:

Daniel L. Lindstrom
322 West 39th Street
P.O. Box 1060
Kearney, NE 68848-1060

ARTICLE XII.

AMENDMENTS

These Articles of Incorporation may be amended at any meeting, including annual or special meeting of the Board of Directors called for that purpose by the affirmative vote of two-thirds (2/3) of the directors present at such meeting provided that notice of any

proposed amendments shall be included in the notice calling such meeting. Notwithstanding the forgoing, no amendment or change in these Articles may be made regarding the nonprofit or charitable status of the Corporation or the distribution procedures as set forth in Article VI.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the Nebraska Nonprofit Corporation Act, does hereby adopt and sign these Articles of Incorporation this 28th day of October, 2022.

/s/Daniel L. Lindstrom
Daniel L. Lindstrom, Incorporator