

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AIA NEBRASKA,
A CHAPTER OF THE AMERICAN INSTITUTE OF ARCHITECTS**

Pursuant to Section 21-19,107 of the Nebraska Nonprofit Corporation Act (the "Act"), the Board of Directors and members of AIA Nebraska, A Chapter of the American Institute of Architects, a Nebraska nonprofit corporation existing under the Act, have approved and adopted these Amended and Restated Articles of Incorporation, which shall amend the Articles of Incorporation of the corporation in its entirety, effective as of _____, 201_.

ARTICLE I

Name

The name of the corporation is: AIA Nebraska, A Chapter of the American Institute of Architects.

ARTICLE II

Mutual Benefit Corporation

The corporation is a mutual benefit corporation as defined in the Act.

ARTICLE III

Registered Office and Agent

The street address of the corporation's registered office is 335 North 8th Street Suite A, Lincoln, NE 68508. The current registered agent at such address is Sara Kay.

ARTICLE IV

Organization and Purposes

The corporation is organized and shall at all times be operated exclusively for the following purposes:

A. To serve as the state organization in the State of Nebraska for The American Institute of Architects.

B. To organize and unite in fellowship the architects and other members of the architectural profession in the State of Nebraska to combine their efforts so as to promote the aesthetic, scientific and practical efficiency of the profession; to advance the science and art of planning and building by advancing the standards of architectural education, training, and practice; to coordinate the building industry and the profession of architecture to ensure the advancement of the living standards of people through their improved environment; and to make the profession of ever-increasing service to society.

C. To receive, administer, distribute and expend funds and receipts of money or property of every kind and nature in furtherance of the corporation's objectives and purposes.

ARTICLE V

Powers and Operating Requirements

A. The corporation shall have the power to transact any and all lawful business activities which may be conducted by nonprofit corporations incorporated under the Act and which are necessary or incidental to the accomplishment of the corporation's purposes; provided that such activities are not inconsistent with the corporation's status as an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws. No director, officer or member of the corporation shall have the power or authority to undertake any transaction or act which would result in the corporation not qualifying as an organization described in Section 501(c)(6) of the Code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, a director, officer or member of the corporation, or any other private person, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes of the corporation.

ARTICLE VI

Members

The corporation shall have members. There may be more than one class of membership. The Bylaws of the corporation shall specify qualifications for membership and the rights, obligations, privileges, limitations and restrictions of each class of membership.

ARTICLE VII

Board of Directors

Management of the affairs of the corporation is vested in a Board of Directors as provided in the Bylaws.

ARTICLE VIII

Dissolution

On dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all lawful debts and liabilities of the corporation, distribute the net assets of the corporation in a manner consistent with the purposes of the corporation and in accordance with the Bylaws, the Act and any other applicable laws.

ARTICLE IX
Amendments

Amendment of these Articles of Incorporation requires an affirmative vote of two-thirds (2/3) of the voting members of the corporation.

AIA Nebraska, A Chapter of the
American Institute of Architects

Date: _____

President