

**RESTATED ARTICLES OF INCORPORATION  
OF  
NEBRASKA WOMEN'S AMATEUR GOLF ASSOCIATION**

**ARTICLE I  
NAME**

The Association name is NEBRASKA WOMEN'S AMATEUR GOLF ASSOCIATION.

**ARTICLE II  
DURATION**

The period of the Association's existence is perpetual.

**ARTICLE III  
PURPOSES**

The Association is a mutual benefit corporation. The Association is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the making of distributions, for such purposes, to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code. In connection therewith, the Association is organized to:

- A. Promote and conserve the best interests and true spirit of the game of golf for women in the State of Nebraska;
- B. Promote increased understanding of and appreciation of golf for women by supporting, promoting, and encouraging women in all phases of amateur golf;
- C. Transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Nebraska; and
- D. 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 by these Articles of Incorporation.

**ARTICLE IV  
POWERS**

The Association shall have and exercise all powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Association shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska which are necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above in Article III.

**ARTICLE V**  
**BYLAWS TO REGULATE INTERNAL AFFAIRS**

The Bylaws of the Association shall regulate the internal affairs of the Association, except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

**ARTICLE VI**  
**DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION**

Upon dissolution, the assets of the Association shall be distributed to another organization (selected by the board of directors of the Association) that is organized and operates for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the County Court of Lancaster County, Nebraska, 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**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is \_\_\_\_\_, and its registered agent at such address is \_\_\_\_\_.

**ARTICLE VIII**  
**REMOVAL OF DIRECTORS**

The Bylaws may provide for a procedure for removal of Directors.

**ARTICLE IX**  
**MEMBERS**

The Association shall have members with voting rights as described in the Bylaws. The eligibility requirements for members are set forth in the Bylaws.

**ARTICLE X**  
**NAME AND ADDRESS OF INCORPORATORS**

The names and street addresses of the original Incorporators are:

Theresa L. Wanek  
707 East 4<sup>th</sup> Street  
McCook, Nebraska 69001

Marcia J. Morell  
204 East L Street  
McCook, Nebraska 69001

## **ARTICLE XI**

### **NO PRIVATE INUREMENT; RESTRICTION ON ACTIVITIES**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to any member, director, or officer of the Association, or any other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles of Incorporation. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

## **ARTICLE XII**

### **PRIVATE FOUNDATION RESTRICTIONS**

The following restrictions apply during any period with respect to which the Association is classified as a private foundation under federal income tax laws:

- (a) The Association will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (b) The Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (c) The Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (d) The Association will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and
- (e) The Association will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

**ARTICLE XIII**  
**NONDISCRIMINATION**

The Association will not practice or permit discrimination on the basis of race, color, or ethnicity.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the corporation as of this \_\_\_\_ day of October, 2009.

**NEBRASKA WOMEN'S AMATEUR GOLF ASSOCIATION**, a Nebraska nonprofit corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: President