

**Sandhills Task Force
Amended and Restated Articles of Incorporation**

These Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation of Sandhills Task Force (the "corporation"), as amended to the date hereof, and these Amended and Restated Articles of Incorporation supersede the corporation's original Articles of Incorporation and all amendments thereto. By adopting these Amended and Restated Articles of Incorporation, all prior provisions and articles of the corporation's Articles of Incorporation are repealed and replaced with these Amended and Restated Articles of Incorporation.

- I. The name of the corporation is Sandhills Task Force.
- II. The corporation is a public benefit corporation.
- III. The period of duration of the corporation is perpetual.
- IV. The address of the corporation's initial Registered Office in the State of Nebraska is 2610 Avenue Q in the City of Kearney, County of Buffalo, and the name of the corporation's initial Registered Agent at said address is Gene Mack.
- V. The corporation shall have no members.
- VI. The board of directors shall be 15 in number.
- VII. The corporation is organized and operated exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as subsequently amended (the "Code"). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth below. 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 carry on any other 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(c)(2) of the Code.
- VIII. The objects and purposes of the corporation are to promote the wise management and enhancement of natural resources within the Sandhills of Nebraska:
 - a. To increase cooperation between private landowners, Government and private conservation organizations to enhance the grassland-wetland ecosystem in a way that

sustains private profitable ranching, wildlife and vegetative diversity and associated water supplies.

b. To administer the Sandhills Resource Conservation Fund for the enhancement and benefit of natural resources within the state of Nebraska.

c. To provide natural resource education and technical assistance without regard to age, race color, religion, sex, marital status, physical or mental handicap (must possess capacity to enter into a legal contract) or national origin.

d. To acquire, improve and operate any real or personal property or interest or rights therein or appurtenant thereto.

e. To sell, convey, assign, mortgage or lease any real and personal property.

f. To do all things necessary and appropriate for carrying out and exercising the foregoing of these purposes.

g. To furnish general and technical aid to governments and individuals as they request to promote and accomplish project policies, plans and measures.

h. To review and comment on proposals of importance in an effort to coordinate local, regional, state and federal programs.

IX. The officers of the corporation shall be a President, Vice President, and Secretary/Treasurer who shall be chosen by the Board of Directors in such manner as provided in the By-Laws, subject to the requirement that all officers be members of the Board of Directors of this corporation. Each such officer, to the extent permissible by law, and as provided in the By-Laws or Resolutions of the Board of Directors, shall be relieved of responsibility for exercise of authority or performance of duties incident to such office, the exercise or performance of which has been assigned to subordinate officers.

X. Members of the board of directors who are nonactive or no longer qualify for the selected position, as defined by the By-Laws, may be withdrawn from the board of directors by the simple majority vote of the board of directors.

XI. The private property of the directors and officers of the corporation shall not be subject to payment of corporation debts, nor shall its directors and officers be subject to assessments. All income of the corporation shall be used exclusively to accomplish the purposes of the corporation, and may not inure to the benefit of any director, trustee or officer of the corporation or any private individual and no director or trustee, officer or any private individual shall be entitled to share in the distribution of any of the corporation's assets upon dissolution of the corporation.

XII. The corporation shall indemnify each director and officer against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been an

officer or director (whether or not he continues to be an officer or director at the time of incurring such expenses), provided this shall not be construed to authorize the corporation to protect any such director or officer against any liability to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

- XIII.** Upon the dissolution or liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the property and assets of any nature of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time be so qualified and as the board of directors shall determine in accordance with law. Any assets not so disposed of in accordance with the above procedures shall be disposed of by the district court of the county in which the principal office of the corporation has been located, exclusively for one or more such exempt purposes, or to such organization or organizations organized and operated exclusively for one or more of the exempt purposes of the corporation described herein and then qualified under Section 501(c)(3) of the Code, as such court shall determine.
- XIV.** The regulation of the internal affairs of the corporation, general operation and distribution of assets on dissolution or final liquidation may be governed by the provisions of the By-Laws of the corporation, subject to these Articles and by state or federal law or regulation.

IN WITNESS WHEREOF, the corporation has executed these Amended and Restated Articles of Incorporation as of April 4, 1999.

SANDHILLS TASK FORCE

By Byron E. Estinger
Name Byron E. Estinger
Title President

STATE OF NEBRASKA)
)
COUNTY OF Thomas)

On this 18th day of August, 1999, before me personally appeared _____, known to me or satisfactorily proven to be the same person who executed the within instrument and acknowledged to me that he/she executed the same.

Heleen E. White
Notary Public

My commission expires:
12-17-1999



[Notarial Seal]

