

ARTICLES OF INCORPORATION
OF
HISTORY NEBRASKA FOUNDATION

The undersigned, acting as the incorporator of a nonprofit corporation under the Nebraska Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be History Nebraska Foundation.

ARTICLE II

This Corporation is a public benefit corporation.

ARTICLE III

The Corporation shall not have members.

ARTICLE IV

The purposes for which this Corporation is formed is to operate exclusively for charitable, educational, religious or scientific purposes, and any other purpose described in Section 501(c)(3) of the Internal Revenue Code of 1986, and any corresponding provisions of future United States Revenue Laws ("Code").

Subject to the express limitation that the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code, 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 nonprofit corporations by the laws of Nebraska, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes of the corporation.

No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempting to influence legislation (except as is otherwise provided by section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

No part of the net earnings or principal of the Corporation shall inure to the benefit of or be distributed to any director, trustee, officer of the Corporation; or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with one or more of its purposes) and no trustee, officer of the Corporation, or any

affiliated organizations, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

ARTICLE V

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively to selected nonprofit charitable or educational organizations that are described in Section 509(a)(1) or Section 509(a)(2) of the Code, and which at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE VI

The address of the Corporation's initial registered office is 1700 Farnam Street, Suite 1500, Omaha, Nebraska 68102, and the name of the initial registered agent at such address shall be David C. Levy.

ARTICLE VII

The name and street address of the sole incorporator is David C. Levy, 1700 Farnam Street, Suite 1500, Omaha, Nebraska 68102.

ARTICLE VIII

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including any action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan. Such indemnification shall be against expenses, including attorney fees, and except for actions by or in the right of the Corporation, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against such person while acting in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provisions in the Bylaws.

DATED: December 19, 2019

A handwritten signature in blue ink, appearing to be 'D.C. Levy', written over a horizontal line.

David C. Levy, Sole Incorporator