

ARTICLE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NEBRASKA STATE BAR ASSOCIATION CHARITABLE FUNDS, INC.

Pursuant to the provisions of Section 21-1932 through Section 21-1936,
Nebraska R. R. S. 1943 of the Nonprofit Corporation Act of the State of Nebraska, the
undersigned Corporation adopts Articles of Amendment to it's Articles of Incorporation.

The Amendment to the Articles of Incorporation was adopted by the Directors of
the Corporation on April 4, 2008, in the manner prescribed by the laws of the State of
Nebraska.

Therefore, the Articles of Incorporation of the Corporation are hereby amended
to read as follows:

1. RESOLVED:

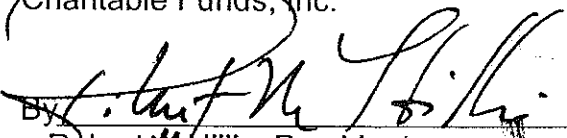
Article I of the Articles of Incorporation of the Nebraska State Bar Association
Charitable Funds, Inc. be amended as follows:

"The name of the Corporation shall be The Nebraska Lawyers Foundation".

2. The above Article of Amendment to the Articles of Incorporation has been
adopted by a by the vote of all of the Directors at a regular meeting held on April 4,
2008, at which a quorum was present as required by the laws of the State of Nebraska
and the By-laws of the Nebraska State Bar Association Charitable Funds, Inc. There
are no members having voting rights.

Dated this 6 day of May, 2008.

Nebraska State Bar Association
Charitable Funds, Inc.

BY 
Robert M Hillis, President

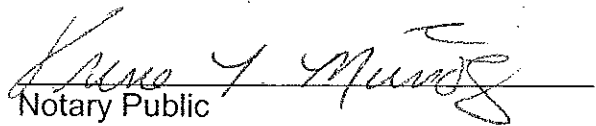
ATTEST:

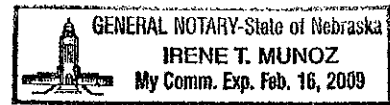

Jane L. Schoenike, Secretary

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

On this 12 day of May, 2008, before me the undersigned, a Notary Public duly commissioned and qualified in said County, personally appeared Robert J. Hillis and Jane L. Schoenike, known to me to be the identical persons who executed the foregoing Article of Amendment to the Articles of Incorporation as President and Secretary and acknowledged the execution thereof to be their voluntary act and deed.

Witness my hand and notary seal the date and year last above written.


Notary Public



ARTICLES OF INCORPORATION

OF

NEBRASKA STATE BAR ASSOCIATION CHARITABLE FUNDS, INC.

The undersigned hereby organizes a nonprofit corporation under the Nonprofit Corporation Act of the State of Nebraska and adopts Articles of Incorporation as follows:

ARTICLE I

CORPORATE NAME

The name of the corporation is Nebraska State Bar Association Charitable Funds, Inc.

ARTICLE II

PUBLIC BENEFIT STATUS

The corporation is a public benefit corporation.

ARTICLE III

PERIOD OF DURATION

The corporation shall commence upon the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV

PURPOSES

The purposes for which this corporation is to be formed are:

- (a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole, or any part of the income and the principal therefrom, exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and its regulations as they now

exist, or as they may hereafter be amended; provided, however, that any such contribution shall be used exclusively for charitable, scientific, literary or education purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) If the corporation is determined to be a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), then:

- (i) The corporation shall distribute its income for each taxable 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 or corresponding provisions of any subsequent federal tax laws.
- (ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- (iii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- (iv) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
- (v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws.

(d) Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

REGISTERED AGENT/REGISTERED OFFICE

The street address of the initial registered office of the corporation is: 635 South 14th Street, 2nd Floor, Lincoln, NE 68501-1809. The name of the corporation's initial registered agent at such address is: Jane L. Schoenike.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is as follows:

Jane L. Schoenike
635 South 14th Street, 2nd Floor
Lincoln, NE 68501-1809

ARTICLE VII

NO MEMBERS

The corporation shall not have members.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the 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 such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine.

Witness my hand as incorporator this 30th day of May, 2003.



Jane L. Schoenike, Incorporator

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

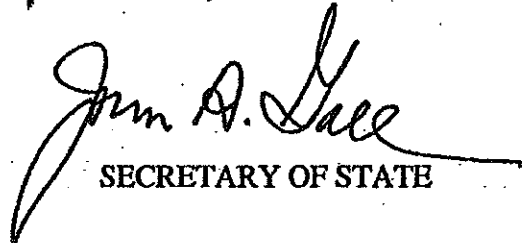
the attached is a true and correct copy of Articles of Incorporation of

NEBRASKA STATE BAR ASSOCIATION CHARITABLE FUNDS,
INC.

with its registered office located in LINCOLN, Nebraska, as filed in
this office on May 30, 2003.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on June 17, in the year
of our Lord, two thousand three.


SECRETARY OF STATE

