

**ARTICLES OF INCORPORATION
OF
LINCOLN COMMUNITY LEARNING CENTERS**

We, the undersigned, being persons of the age of twenty-one years or more, pursuant to the Nebraska Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be: Lincoln Community Learning Centers (“Corporation”). This Corporation is a public benefit corporation.

ARTICLE II

Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE III

Organization and Purposes

The purpose or purposes for which the Corporation is organized are:

1. To possess and exercise all powers conferred by the laws of Nebraska upon corporations under the Nebraska Nonprofit Corporation Act, Neb. Rev. Stat. §21-1901 et seq. which an organization is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and the regulations thereunder, as amended or as hereafter amended, may possess or exercise.
2. Notwithstanding any of the purposes and powers conferred by Neb. Rev. Stat. §21-1901 et seq., the Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including but not necessarily limited to promoting the safety and success of Lincoln, Nebraska children, protecting students from danger, preventing danger from taking place, and proactively preparing students for academic and personal success and supporting children, families and

neighborhoods by providing opportunities for obtaining gifts, grants or other funds to be used to assist Lincoln Community Learning Centers ("CLC"), advancement of education, sciences, technology, engineering, arts and mathematics, lessening the burdens of government, eliminating prejudice and discrimination, lessening neighborhood tensions, and combating community deterioration and juvenile delinquency.

ARTICLE IV

Corporate Operating Requirements

A. No part of the net earnings of the Corporation shall inure to the benefit of any director or 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 director or 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 (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision 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 from taxation under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder 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.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to any charitable or educational organizations in Nebraska which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

Powers

The Corporation shall have all of the powers set forth in the Nebraska Nonprofit Corporation Act for nonprofit corporations, including the power to indemnify its directors and officers as may be provided in the Bylaws.

ARTICLE VI
Registered Office and Agent

The street address of the Corporation's initial registered office is 5905 "O" Street Lincoln, NE 68510. The registered agent at such address is John P. Neal, whose address is identical to that of the registered office.

ARTICLE VII
Board of Directors

The number of directors constituting the Board of Directors of the Corporation shall be set forth in the Bylaws. The number, qualifications and term of office of directors may be changed from time to time as provided in the Bylaws.

ARTICLE VIII
Membership

The Corporation shall not have members.

ARTICLE IX
Interlocal Agreement

The City of Lincoln, Nebraska ("City") and the Lancaster County School District 001, a/k/a Lincoln Public Schools ("LPS") have entered into an Interlocal Cooperation Agreement between Lincoln Public Schools and City of Lincoln, Nebraska for Lincoln Safe and Successful Kids, dated as of May 29, 2018, as may be amended, ("**Interlocal Agreement**"). The Interlocal Agreement, among other matters, calls for the creation of this Corporation to help oversee, manage and implement the work of the Interlocal Board defined in the Interlocal Agreement and to provide additional resources, talent, coordination, opportunities, oversight, transparency, and accountability to the Purposes and Programs defined in the Interlocal Agreement.

ARTICLE X
Amendments

These Articles of Incorporation may be added to, amended, or repealed by a three-fourth (3/4) vote of the Board of Directors, provided a copy of the proposed amendment is given to each Director along with at least ten (10) days' notice for the meeting at which the amendment is to be considered. No amendment to the Articles of the Incorporation shall be effective until reviewed and approved by the Interlocal Board. Additions and amendments to the Articles of Incorporation shall be done only in a manner that does not conflict with the provisions and intentions of the

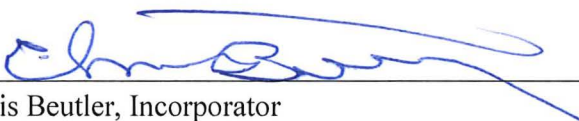
Interlocal Agreement.

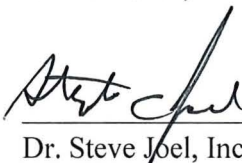
ARTICLE XI
Incorporators

The names and street addresses of each incorporator are:

<u>Name</u>	<u>Street Address</u>
Chris Beutler, Mayor, City of Lincoln,	555 South 10 th Street Lincoln, Nebraska 68508
Dr. Steve Joel, Superintendent, Lincoln Public Schools	5905 "O" Street Lincoln, Nebraska 68510
Barbara Bartle, President, Lincoln Community Foundation	215 Centennial Mall South, Suite 100 Lincoln, Nebraska 68508

Dated July 11, 2018.


Chris Beutler, Incorporator


Dr. Steve Joel, Incorporator


Barbara Bartle, Incorporator