

## **ARTICLES OF INCORPORATION**

### **OF**

## **OMAHA INTERNET EXCHANGE**

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

### **ARTICLE I**

#### **NAME/REGISTERED AGENT/REGISTERED OFFICE**

The name of this corporation shall be Omaha Internet Exchange, located at 1645 S 187<sup>th</sup> Circle in the city of Omaha, NE, 68130.

The registered agent of this corporation shall be Daniel Clough, of 1645 S 187<sup>th</sup> Circle in the city of Omaha, NE, 68130.

### **ARTICLE II**

#### **PURPOSE**

This corporation is organized exclusively for charitable purposes, more specifically to provide Internet services to individuals, businesses and organizations. To this end, the corporation shall operate for the public benefit. This corporation shall operate for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

### **ARTICLE III**

#### **EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

#### ARTICLE IV

##### DURATION

The duration of the corporate existence shall be perpetual.

#### ARTICLE V

##### MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is nine, their names and addresses being as follows:

Name	Address
Daniel Clough	1645 S 187 <sup>th</sup> Circle, Omaha, NE 68130
Charles Bird	6679 Decatur Street, Omaha, NE
Luke Dashjr	Apt. 7, 8217 Wilson Drive, Ralston, NE 68127
Phil Brutsche	4639 N 80 <sup>th</sup> Avenue, Omaha, NE 68134
Shannon Johnson	1814 Road 16, Waco, NE 68460
Aric Aasgaard	#112, 3940 N 104 <sup>th</sup> Court, Omaha, NE 68134
Brian Roberson	2105 S 164 <sup>th</sup> Street, Omaha, NE 68130
Patrick Swartz	205 Rushton Drive, Bellevue, NE 68005
Roger Funkhouser	1405 S 162 <sup>nd</sup> Avenue, Omaha, NE 68130

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

## ARTICLE VI

### PERSONAL LIABILITY

No member or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members or Directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE VII

### DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

## ARTICLE VIII

### INCORPORATOR(S)

The incorporator of this corporation is:

Daniel Clough

1645 S. 187<sup>th</sup> Circle, Omaha, NE 68130

The undersigned incorporator certifies that he execute(s) these articles for the purposes herein stated.

Signature & Date