

UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
DOUGLAS COUNTY UNIFIED JUSTICE CENTER
DEVELOPMENT CORPORATION

RESTATED ARTICLES


The undersigned, being all members of the Board of Directors of The Douglas County Unified Justice Center Development Corporation ("JCDC"), a Nebraska nonprofit corporation, hereby consent, pursuant to the Nonprofit Corporation Act, to the taking of the following action in lieu of a special meeting of the Board of Directors, and hereby waive any notice pursuant to such Act.

BE IT RESOLVED, that the Restated Articles of JCDC attached herewith as Exhibit A, are hereby ratified and approved.

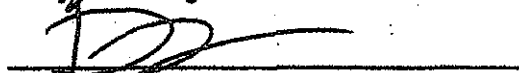
BE IT FURTHER RESOLVED, that Chairperson Mary Ann Borgeson is hereby authorized to execute the same including necessary and related documentation of the same on behalf of the JCDC, and any actions undertaken in connection therewith including those prior and pursuant to this written consent are hereby ratified and approved.

BE IT FURTHER RESOLVED, that this Unanimous Consent may be signed in multiple counterparts which when executed by all of the Directors shall constitute a single document.


Dated this 11th day of June 2018.




Mary Ann Borgeson - Chair



David Bevy



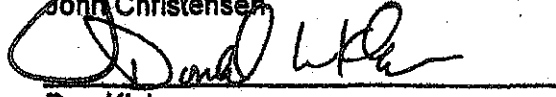
Ben Gray



P.J. Morgan



John Christensen



Don Kleine

Secretary's Certificate

THE UNDERSIGNED, Diane M. Carlson, hereby certifies that she is the Secretary of The Douglas County Unified Justice Center Development Corporation ("JCDC"), a Nebraska nonprofit corporation, and that the foregoing Resolution was duly adopted by the unanimous written consent of the Board of Directors of JCDC, and that said Resolution has not been rescinded or amended, and is recorded in the corporate books of JCDC.

Dated this 11th day of June 2018.


Diane M. Carlson, Secretary

**RESTATED ARTICLES OF INCORPORATION
OF
THE DOUGLAS COUNTY UNIFIED JUSTICE CENTER DEVELOPMENT
CORPORATION**

The Board of Directors of The Douglas County Unified Justice Center Development Corporation, pursuant to the Nebraska Non-Profit Corporation Act, have adopted the following Restated Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the corporation is "The Douglas County Unified Justice Center Development Corporation.

ARTICLE II. PUBLIC BENEFIT CORPORATION

This corporation is a public benefit corporation.

ARTICLE III. DURATION

The period of the corporation's duration is perpetual.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of this corporation's initial registered office is 1700 Farnam Street, Suite 1500, Omaha, Nebraska 68102-2068. The name of its Registered Agent at said address is Joel D. Pedersen.

ARTICLE V. ORGANIZATION AND PURPOSES

The corporation is organized and will be operated exclusively for one or more of the charitable, educational or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (Code), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Code. Subject to the above, the specific purposes of the corporation are to function as an entity which shall partner with the Omaha/Douglas County Building Commissioner and Douglas County, Nebraska (governmental entities).

ARTICLE VI. MEMBERS

This corporation shall have no members.

ARTICLE VII. BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed by a Board of Directors as provided in the By-laws.

ARTICLE VIII. POWERS

The corporation shall have and possess all powers and rights conferred by the laws of Nebraska upon corporations organized under the Act, including any additional powers conferred by the laws of the State of Nebraska enacted after the date hereof, which an organization exempt from tax the Code may possess or exercise.

ARTICLE IX. CORPORATE OPERATING REQUIREMENTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, 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 in Article V. 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, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to 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.

ARTICLE X. NO CAPITAL STOCK

The corporation shall have no capital stock and shall declare no dividends. No part of the net earnings of the corporation shall inure to the benefit of any Member, 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 Member, 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. Any net earnings of this corporation, beyond those necessary for retirement of any indebtedness. 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 any political campaign on behalf of any candidate for public office.

ARTICLE XI. LIABILITY AND INDEMNIFICATION

The directors and officers of the corporation shall not be liable for the debts, liabilities, or obligations of the corporation, and the private property of such persons shall not be subject to the payment of corporate debts.

The corporation shall indemnify each person who serves or has served as a director or officer of the corporation to the extent permitted under Neb. Rev. Stat. §§21-1904(14) and 25-21, 190, *et. Seq.* Moreover, any person who serves as a director or

officer of the corporation shall be indemnified from and against any civil liability or damages for any act or omission which results in damages or injury if such person was acting within the scope of his or her official functions and duties as a director or officer (unless such damage or injury was caused by the willful or wanton act or omission of such director or officer).

ARTICLE XII. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all of the net assets of the corporation exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for public purposes, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of equity in the county in which the registered office of the corporation is then located exclusively for the purposes identified herein or to such organization(s) which are organized and operated exclusively for such purposes as said court shall determine.

ARTICLE XIII. APPROVAL OF ARTICLES AND BY-LAWS

These Articles may be amended, and the By-laws and any amendments thereto may be adopted by a vote of the majority of the Directors at any regular or special meeting.

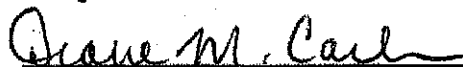
ARTICLE XIV. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The Board of Directors shall have the power to amend, in whole or in part, the Articles of Incorporation or By-laws except that no amendment or change in the Articles of Incorporation or By-laws may be made at any time regarding the nonprofit or charitable status of the corporation.

Dated this 11th day of June, 2018.

SECRETARY'S CERTIFICATE

I, Diane M. Carlson, Secretary of The Douglas County Unified Juvenile Justice Center Development Corporation, hereby certify and attest as follows: 1) no member approval is required as the Corporation was created with no members; 2) the Board of Directors approved the Restated Articles of Incorporation by Unanimous Written Consent on June 11, 2018; and 3) no approval of third persons under Neb. Rev. Stat. Section 21-19,116 is required.



Diane M. Carlson, Secretary

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