

ARTICLES OF INCORPORATION  
OF  
OMAHA FASHION INSTITUTE

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 **OMAHA FASHION INSTITUTE**.

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 the corporation is formed are:

(a) To operate exclusively for educational and charitable purposes by providing educational services to support aspiring fashion designers and their initial business efforts, and to utilize such other means and purposes as afforded to corporations established for the purposes permitted pursuant to Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code (the "IRC")).

(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 IRC, 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 IRC.
- (ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRC.
- (iii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the IRC.
- (iv) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the IRC.
- (v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the IRC.

(d) 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 under Section 501(c)(3) of the IRC, or by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC.

#### ARTICLE V REGISTERED AGENT/REGISTERED OFFICE

The street address of the initial registered office of the corporation is: 5104 Franklin St. Omaha, NE 68104. The name of the corporation's initial registered agent at such address is: Brook A. Hudson.

#### ARTICLE VI INCORPORATOR

The name and address of the incorporator is as follows:

Brook A. Hudson  
5104 Franklin St.  
Omaha, NE 68104

#### ARTICLE VII MEMBERS

The corporation shall not have members.

ARTICLE VIII  
DISSOLUTION

Upon the dissolution of the corporation, the corporation's board of directors shall, after paying or making provision 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 that time qualify as an exempt organization or organizations under Section 501(c)(3) of the IRC, all as the corporation's board of directors shall determine.

Witness my hand as incorporator this 28 day of December, 2011.

  
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Brook A. Hudson, Incorporator