

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF THE
NEBRASKA MEDICAL ASSOCIATION

ARTICLE I
Name

The name of the corporation is: Nebraska Medical Association (the
“Association”)

ARTICLE II
Designation

This Association is a mutual benefit corporation.

ARTICLE III
Registered Office and Agent

The street address of the initial registered office of the Association is 1045
Lincoln Mall, Suite 200, Lincoln, NE 68508 and the name of its registered agent at such
office is Amy Reynoldson.

ARTICLE IV
Membership

The Association shall have members.

ARTICLE V
Management of the Association

The management of the affairs of the Association will be vested in a Board of
Directors as provided in the Association’s bylaws.

ARTICLE VI
Purposes and
Powers

A. The Association is organized as a nonprofit business league within the
meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section
of any future federal tax code (the “Code”).

B. The Association’s general purpose is to promote the common interest of
those engaged in the practice of medicine in the State of Nebraska. However, the
Association shall possess and exercise all powers conferred by the laws of Nebraska
upon corporations under the Act which an organization exempt under Section 501(c)(6)
of the Code may possess or exercise.

ARTICLE VII
Corporate Operating Requirements

- A. The Association shall have no capital stock and shall declare no dividends.
- B. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, members or other private persons, except that the Association 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 VI hereof.
- C. Notwithstanding any other provision of these Articles, the Association 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)(6) of the Code.

ARTICLE VIII
Indemnification

The Association may indemnify its directors, officers and employees, as provided in the bylaws, for liabilities and expenses incurred by reason of such individuals being made a party to a proceeding because the individual is or was a director, officer or employee of the Association.

ARTICLE IX
Dissolution

Upon the dissolution of the Association, assets shall be distributed to one or more persons engaged in activities similar to the Association and serving the same persons benefitted by the Association. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such charitable purposes or to such charitable organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X
Amendments

Amendment of these Articles of Incorporation requires an affirmative vote of a majority of the Directors of the Association. Additionally, and except as provided in Section 21-19,106 of the Act, any amendment of these Articles of Incorporation must be approved by a vote of the members of the lesser of two-thirds of the votes cast or a majority of the voting power. Notwithstanding the foregoing, no amendment or change in these Articles may be made at any time regarding the tax-exempt status of the Association.