

ARTICLES OF INCORPORATION
OF
NEBRASKA WHOLE CHILD PROJECT

The undersigned, acting as the incorporator of a separate public body corporate and politic formed pursuant to the Interlocal Cooperation Act, Neb. Rev. Stat. §§ 13-801 – 13-827 (Reissue 2007), hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is the Nebraska Whole Child Project.

ARTICLE II
Designation

This Corporation is a joint entity and public body corporate and politic formed pursuant to the Interlocal Cooperation Act, Neb. Rev. Stat. §§ 13-801 – 13-827 (Reissue 2007), which has been established solely for the benefit of its member school districts and educational service units.

ARTICLE III
Incorporators

The name and street addresses of the incorporators are John C. Spatz and Michael Dulaney, at 1311 Stockwell Street, Lincoln, NE 68502 and 455 South 11th Street, Suite A, Lincoln, NE 68508, respectively.

ARTICLE IV
Registered Office and Registered Agent

The address of the initial registered office of the Interlocal is 1311 Stockwell Street, Lincoln, NE 68502 and the name of the initial registered agent at such address is John C. Spatz.

ARTICLE V
Membership

The Corporation shall have members.

ARTICLE VI
Management of the Corporation

The management of the affairs of the Corporation will be vested in a Board of Directors and the members as provided in the Corporation's Bylaws.

ARTICLE VII
Purposes and Powers

A. The Corporation is organized as a consortium pursuant to the Nebraska Interlocal Corporation Act to permit its member school districts, educational service units, universities, and state colleges all of which shall be school districts, educational service units, universities or state colleges that are duly organized and validly existing under the laws of the State of Nebraska, acting jointly: (i) to share best practices in student fitness, health, and wellness; (ii) to research, collect, report, and share data regarding student fitness, health and wellness from the consortium; and (iii) to effectuate a change in the culture at school districts and educational service units across Nebraska to improve student fitness, health, and wellness.

B. The Corporation shall have such powers as are allowed under the Interlocal Cooperation Act, and any amendments thereto, and the following powers: (i) to sue and be sued; (ii) to have a seal and alter the same at pleasure or to dispense with the necessity thereof; (iii) to make and execute contracts and other instruments necessary or convenient to the exercise of its powers, including consultant or other agreements, participation agreements with school districts, educational service units, universities, and state colleges, and agreements with the Nebraska Department of Health and Human Services; (iv) from time to time, to make, amend, and repeal bylaws to carry out and effectuate its powers and purposes; (v) to make or cause to be made studies and surveys necessary or convenient to carrying out the functions of the Corporation; (vi) to provide for a system of budgeting, accounting, auditing and reporting of all Corporation funds and transactions, for a bank account or accounts, for the bonding of officers, and for otherwise transacting the business of the Corporation.

ARTICLE VII
Corporate Operating Requirements

A. The Corporation shall have no capital stock and shall declare no dividends.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or to be distributable to its directors, officers, members 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 VII hereof. No director, officer, member or other private person shall be entitled to share in the distribution of any of the corporate assets of the Corporation upon the dissolution thereof.

C. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII
Indemnification

The Corporation may indemnify its directors, officers and employees, as provided in the Bylaws, for liabilities, expenses, penalties, damages or other pecuniary loss which may be 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 Corporation.

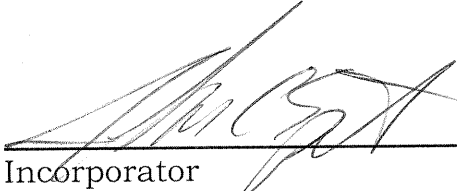
ARTICLE IX
Dissolution

Upon the dissolution of the Corporation, any assets remaining after discharge of the Corporation's liabilities and obligations shall be distributed to the members of the Corporation or their agencies, subdivisions, subordinates, or entities acting on their behalf for use in one or more essential governmental purposes. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located, exclusively for such purposes to such school districts as said court shall determine.

ARTICLE X
Amendments

The Board of Directors shall have the power to amend these Articles by the affirmative vote of two-thirds (2/3) of the Board and, thereafter, by an affirmative vote of two-thirds (2/3) of the members, except that no amendment or change in these Articles may be made at any time regarding the nonprofit or charitable status of the Corporation.

Dated this 23rd day of July, 2013.



Incorporator

Incorporator