

**ARTICLES OF INCORPORATION
OF
STRUCTURAL ENGINEERS ASSOCIATION OF NEBRASKA**

The undersigned, acting as the incorporator of a corporation (the "Corporation") under the Nebraska Nonprofit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for the Corporation:

Article I. Name

The name of the Corporation shall be: Structural Engineers Association of Nebraska.

Article II. Type of Corporation

The Corporation is a public benefit corporation.

Article III. Registered Office and Registered Agent

The name of the initial registered agent and the street address of the initial registered office of the Corporation are: Thomas J. Guilfoyle, 10330 Regency Parkway Drive, Suite 100, Omaha, Nebraska 68114-3761.

Article IV. Incorporators

The name and street address of the incorporator of the Corporation is: Richard M. Kotan, P.E., 12706 Patrick Circle, Omaha, Nebraska 68164-3900.

Article V. Duration

The Corporation shall have perpetual existence.

Article VI. Purposes

The purposes for which the Corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the "Code").

Article VII. Members

Section 7.1 Classes of Members

The Corporation shall have members consisting of several classes. The classes of membership and the rights and privileges of the members of each class shall be set forth in the By-Laws.

Section 7.2 Voting Rights

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. All elections for the Board of Directors shall be decided by a plurality of the votes cast and all other questions shall be decided by a majority of the votes cast, except as otherwise required by law, these Articles of Incorporation or the Bylaws. Abstentions shall not be considered to be votes cast.

Section 7.3 Admission, Expulsion, Suspension or Termination of Members

The Bylaws of the Corporation may prescribe and establish the criteria and procedures for the admission, expulsion, suspension or termination of members.

Section 7.4 Resignation.

Any member may resign by filing a written resignation with the Secretary or as otherwise provided in the Bylaws of the Corporation; but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Article VIII. Powers

Section 8.1 General.

This Corporation shall have and possess all powers and rights conferred upon corporations by the Act, and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in VI herein.

Section 8.2 Property, Income and Earnings.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 8.3 Non-Permitted Activities.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Article IX. Board of Directors

Section 9.1 General Powers of Board of Directors.

The management of the affairs of the Corporation shall be vested with the Board of Directors. The Board of Directors shall be responsible for the administration and disposition of all of the Corporation's real and personal property in accordance with the purposes for which the Corporation has been organized and in accordance with any terms and conditions of any gift, grant, devise or bequest under which the Corporation may have received certain property.

Section 9.2 Number, Tenure and Qualifications of Directors.

The number of Directors of the Corporation shall be as specified in the Bylaws of the Corporation or fixed in the manner provided therein. In no event may the number of Directors so specified or fixed be less than the minimum prescribed by the Act.

Section 9.3 Vacancies in the Board of Directors.

Any vacancies in the Board of Directors for any reason and any newly created directorships resulting by reason of any increase in the number of Directors may be filled only by the Board of Directors, acting by a majority of the remaining Directors then in office, although less than a quorum, or by a sole remaining Director, and any Directors so appointed shall hold office until the next election of Directors or until the next election of the class for which such Directors have been chosen and, in either instance, until their successors are elected and qualified or their earlier resignation or removal.

Article X. Bylaws

The Board of Directors shall have the power to adopt, amend, alter, change or repeal any Bylaws of the Corporation. Unless otherwise provided by the Act, such power may be exercised at any time with or without prior notice to the Directors or members. In addition to any requirements of the Act, the affirmative vote of a majority of all the members of the Corporation then entitled to vote in the election of Directors shall be required for the members of the Corporation to adopt, amend, change or repeal any Bylaws of the Corporation.

Article XI. Dissolution

Upon dissolution of the Corporation, the assets remaining after the payment of the debts

of the Corporation shall be distributed to such corporation, community chest, fund or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or for the prevention of cruelty to children or animals, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended, as the Board of Directors shall have designed and in the absence of such designation they shall be conveyed to the Structural Engineers Association.

Article XII. Indemnification

Section 12.1 General.

Each Director, officer, employee *or* agent of the Corporation (or the heirs or legal representatives of such persons), whether or not then a Director, officer, employee, or agent, shall be indemnified by the Corporation against any and all costs and expenses and attorney fees reasonably incurred by or imposed upon him or her in connection with or resulting from any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative in which he or she may become involved, as a party or otherwise by reason of his or her being or at any time having been a Director, officer, employee, or agent of the Corporation, whether or not he or she continues to be such at the time such liability or expense is incurred. Such rights to indemnification shall include all judgments, fines, and reasonable amounts paid and expenses incurred in defending, settling, compromising, or otherwise adjusting any such action, suit, or proceeding *for* the purpose of avoiding further costs of litigation; provided, however, such rights to indemnification for the person claiming such right shall not exist if the conduct of the person claiming the right to be indemnified is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or involving willful misconduct. In the event there is a final adjudication that the person claiming the rights to indemnification was not entitled to be indemnified by the Corporation by reason of the foregoing, the person claiming such rights shall reimburse the Corporation for all costs and expenses and attorney fees reasonably paid by the Corporation in indemnifying the person claiming such rights pursuant to this XII.

Section 12.2 Reimbursement of Attorney Fees, Costs and Expenses.

In the event any Director, officer, employee, or agent of the Corporation (or the heirs or legal representative of such persons) is required to bring an action to enforce any of his or her rights or to collect monies due under this provision and is successful in such action, the Corporation shall be obligated to reimburse the person claiming the rights to indemnification for his or her reasonable attorney fees and costs and expenses in bringing such action.

Section 12.3 Rights Not Exclusive.

The rights of indemnification provided in this XII shall be in addition to any other rights to which any person (or the heirs or legal representative(s) of such person(s)) referred to in this XII may otherwise be entitled as a matter of law, by agreement, or otherwise, and such rights of indemnification shall continue for and inure to the benefit of and be enforceable by any person

who has ceased to be a Director, officer, employee, or agent of the Corporation.

Section 12.4 Rule of Construction.

Nothing contained in this XII shall be construed to permit or require indemnification of any individual not permitted by Nebraska law.

Article XIII. Amendments

These Articles of Incorporation may be amended at any time in the manner and form provided by the Act as existing at the time of the adoption of these Articles of Incorporation or as provided by any other applicable law.

Article XIV. Severability

In the event that any of the provisions of these Articles of Incorporation (including any provision within a single section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

Article XV. Interpretation

Unless the context otherwise requires, words or expressions contained in these Articles of Incorporation bear the same meaning as in the Act. The term "Act" means the Nebraska Nonprofit Corporation Act as in effect on the date hereof and any statutory modification or successor statute thereto that may hereafter be enacted or come into effect.

Dated this _____ day of _____, 2004.

Richard M. Kotan, P.E., Incorporator