

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**SANTA LUCIA FESTIVAL COMMITTEE, INC.**

**ARTICLE I**

**NAME**

The name of the Corporation is the Santa Lucia Festival Committee, Inc.

**ARTICLE II**

**DURATION**

The period of the Corporation's existence is perpetual.

**ARTICLE III**

**ADDRESS**

The place in this state where the principal office of the Corporation is to be located is 725 Pierce Street, the City of Omaha, County of Douglas, the State of Nebraska.

**ARTICLE IV**

**PURPOSES**

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code hereinafter referred to as the "Code." In connection therewith, the Corporation is organized to:

- A. Promote a Festival honoring Santa Lucia.
- B. Promote other festivities rich in Italian American tradition.
- C. Promote Italian American heritage and culture.
- D. Transact any and all lawful business for which a nonprofit corporation may be incorporated under the laws of the State of Nebraska to the extent that such business may be conducted by organizations that qualify as exempt organizations under 501(c)(3) of the Code.

- E. To do everything necessary, proper advisable and convenient to the accomplishment of the purposes set forth herein, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Nebraska or by these Articles of Incorporation.

## **ARTICLE V**

### **POWERS**

The Corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska which are necessary and proper, advisable or convenient for the accomplishment of the purposes set forth above in **Article IV**. Notwithstanding any other provision of these Articles, 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, or the corresponding section of any future federal tax code. 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 VI**

### **MEMBERS**

The Corporation shall have members with voting rights as described in the Bylaws. The eligibility requirements for members are set forth in the Bylaws.

## **ARTICLE VII**

### **BYLAWS TO REGULATE INTERNAL AFFAIRS**

The Bylaw of the Corporation shall regulate the internal affairs of the Corporation except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

## **ARTICLE VIII**

### **DISTRIBIUTION OF ASSETS**

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any 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 IV** hereof. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

**ARTICLE IX**

**REGISTERED AGENT**

The street address of the registered office of the Corporation is 900 S. 74th Street Suite 303, Omaha NE 68114 and the name of its registered agent at such address is Michael DiGiacomo.

**ARTICLE X**

**TYPE OF CORPORATION**

The Corporation is a public benefit corporation

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the corporation as of this \_\_ day of \_\_\_\_\_, 201\_\_.

**SANTA LUCIA FESTIVAL COMMITTEE,  
INC.,** a Nebraska nonprofit corporation

By: \_\_\_\_\_  
Name: Danielle Swerczek  
Title: President

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