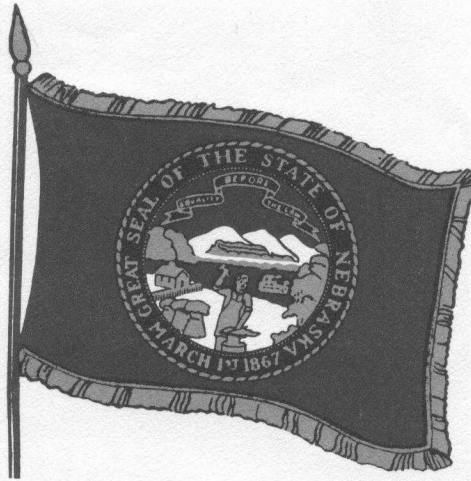


STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby
certify;

NEBRASKA INDIAN COMMUNITY COLLEGE

filed Articles of Incorporation with its registered office located
in NIOBRARA, Nebraska, in this office as a nonprofit corporation
April 20, 1982.

I further certify that said corporation is in good standing as of this date.

RECORDED 7-24-96 @ 8:30 A.M.
IN Misc BOOK 29 PAGE 39-45
THURSTON CO. NE file # 461
Pat Higgins

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on July 8
in the year of our Lord, one thousand
nine hundred and ninety-six.



Scott Moore
SECRETARY OF STATE

JUL 0 8 1996

STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }

Received and filed for record
and recorded on film roll No. 983
96-15 at page

See Note 3191

By 10:40 AM J. J. [Signature]
Secretary of State

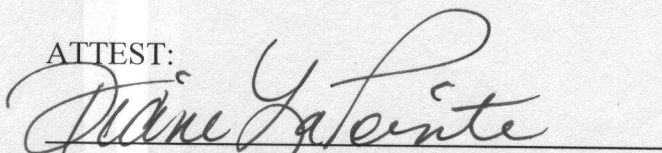
SECTION 21-1934 REQUIRED STATEMENTS

1. The name of the corporation is the Nebraska Indian Community College.
2. The amendments to the Articles of Incorporation are attached in fully revised form.
3. The Nebraska Indian Community College has no members with any voting rights or powers of management, policy, or control.
4. The date of the meeting of the Board of Directors is June 26th, 1996, at which the amendments were adopted.
5. The revised amendments which have been attached received the vote of a majority of the directors in office.
6. The revised Articles of Incorporation, as amended, were adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the directors in office. All of the amendments were submitted and voted upon at the same meeting.



Roger Trudell, President
Board of Trustees
Nebraska Indian Community College

ATTEST:



Secretary of the Board of Trustees
Nebraska Indian Community College

Amendment of Articles of Incorporation: All underlined sections are additions, and all []'s represent deletions. This document represents all amendments to the Articles of Incorporation.

**CHARTER OF INCORPORATION
OF THE
NEBRASKA INDIAN COMMUNITY COLLEGE**

WE, THE UNDERSIGNED, for the purpose of forming a non-profit corporation for educational purposes, [] do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be: Nebraska Indian Community College.

ARTICLE II

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at Macy, Nebraska. The designated registered agent for purposes of service of process shall be Diane LaPointe, R.R. 2, Box 164, Niobrara, NE 68760.

ARTICLE IV

PURPOSES

The purpose for which the Corporation is formed are:

- A. To provide, establish, and operate on a non-profit basis, educational institutions on the Omaha Reservation and the Santee Sioux Reservation of Nebraska, and

any other Indian tribes and reservation or community of Indians, wherever they may be located.

- B. To voluntarily aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds, and foundations organized exclusively for charitable, religious, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals, no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- C. To either directly or indirectly and either along or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies, do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, including but not limited:
- (1) To voluntarily furnish management, administrative, and other advice, support training, and assistance to members of the Omaha Tribe and Santee Sioux Tribe of Nebraska, and any other duly enrolled member of an Indian tribe served by the Nebraska Indian Community College in order to enable them to develop necessary skills to operate successfully and administer educational institutions;
 - (2) To obtain information and conduct research, studies, and analysis and prepare and publish reports as to any and all matters that may be of use in furthering the expansion of educational institutions operated by Indians, including information, research, studies, analyses, and reports as to services, skills, sources of financing, and any and all other matters.

ARTICLE V

POWERS

In furtherance, but not in limitation, of the foregoing purposes, the Corporation shall have power and authority:

- A. To receive and administer funds and contributions received by gift, deed, bequest, or devise, and otherwise to acquire money, securities, property rights, and services of every kind and description, and to hold, invest expend, contribute, use, sell, or otherwise dispose of any money, securities, property rights, or services so acquired for the purposes above mentioned:

- B. To borrow money and to make, accept, endorse, execute, and issue bonus, debentures, promissory notes, and other corporate obligations, for money borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or part of the property rights, or privileges of the Corporations;
- C. To invest and reinvest its funds in such mortgage, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal, or mixed, tangible or intangible, all as the Corporation's Board of Trustees shall deem advisable and as may be permitted by law;
- D. To develop programs of study and grant degrees, diplomas or certificates of completion thereof, in accordance with the policies from time to time as established by the Board of Trustees;
- E. To sue and be sued in its corporate name upon any contract, claim, or obligation arising out of furtherance of the above purpose, provided that neither the Omaha Tribe or the Santee Sioux Tribe of Nebraska, nor any other involved member Indian tribes, shall be liable for the debts or obligations of the Corporation except as they may hereafter expressly so obligate themselves in writing; and
- F. To do all such other acts as are necessary or convenient to accomplish the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by this Charter of Incorporation or by the By-Laws of the Corporation.

ARTICLE VI

LIMITATIONS

- A. All the foregoing purposes and powers and all other purposes and powers in which the Corporation is permitted to engage by this Charter of Incorporation shall be exclusively for such public charitable and educational purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as it is currently and shall hereafter be in force and effect.
- B. No part of the net earnings of the Corporation shall inure to the benefit of any member or individual, and no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. Upon any dissolution of the Corporation, no member shall be entitled

to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used or distributed, exclusively for purposes within those set forth in Article IV of this Charter and within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time.

ARTICLE VII

MEMBERSHIP

Membership in the Corporation shall be open only to persons who meet the qualifications of membership prescribed in the By-Laws. [] Members shall not have voting rights.

ARTICLE VIII

BOARD OF DIRECTORS

Complete management and control of the Corporation shall be vested in the Board of Trustees. The Board of Trustees shall be composed of three tribal members from each of the involved Indian tribes. [] The tribal councils of each of the respective involved Indian tribes, or their designates, shall each either appoint, or cause to be elected, two tribal members to serve as members of the Board of Trustees. Additionally, each respective Tribal Council shall appoint or cause to be elected, one alternate tribal member to serve in the absence of any one of its three members on the Board of Trustees. [] The term of service for each tribally-appointed or elected representative shall be established by the respective tribal councils.

The names and addresses of those to serve as incorporating trustees are:

<u>NAME</u>	<u>ADDRESS</u>
Henry J. James	Niobrara, Nebraska 68760
Roger Trudell	Niobrara, Nebraska 68760
Danny Webster	Macy, Nebraska 68039
Lawrence Gilpin	Macy, Nebraska 68039
Reuben Snake	Winnebago, Nebraska 68071
Virgil Free	Winnebago, Nebraska 68071
Ruby Bellanger	Winnebago, Nebraska 68071

ARTICLE IX

AMENDMENT

The provisions of this Charter of Incorporation shall be amended only by a two-thirds majority vote of all members of the Board of Trustees.

ARTICLE X

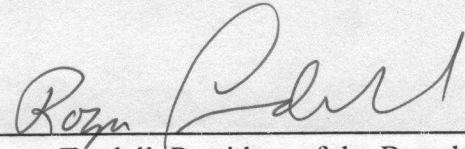
REGULATION OF INTERNAL AFFAIRS

Regulation of the internal affairs and organizations of the Corporation which are not inconsistent with tribal, federal, or state law and this Charter shall be governed by the By-Laws. The By-Laws may be adopted, amended, or revised only by a majority vote of the full Board of Trustees.

ARTICLE XI

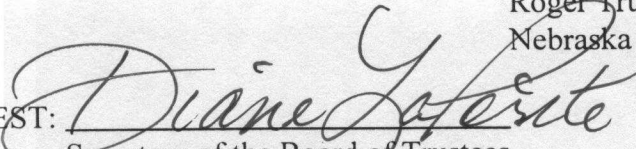
An Indian tribe or Indian community may, at any time, decide to withdraw from involvement in the Corporation. Upon the event of such withdrawal, the representation of such Indian tribe or Indian community shall be reduced accordingly on the Board of Trustees. An Indian tribe or Indian community which withdraws from involvement in the Corporation, the name "Nebraska Indian Community College," the Corporation, and the assets of the Corporation shall remain with and under the ownership control and management of the remaining Trustees and members of the Corporation.

These amendments, as described above, are the complete amendments to the Articles of Incorporation (also known as "Charter of Incorporation") so adopted by the Board of Trustees of the Nebraska Indian Community College on this 26th day of June, 1996.



Roger Trudell, President of the Board of Trustees
Nebraska Indian Community College

ATTEST:



Secretary of the Board of Trustees
Nebraska Indian Community College