Facilites Corp. Board

Meeting Date**: November 12, 2026**

Agenda Item: **1.5**

ITEMS FOR DISCUSSION AND ACTION:

Committee: **Board Action and Discussion Items**

Action Item: **Revise the Articles of Incorporation**

The Articles of Incorporation list the Directors and Officers of the Corporation in Article VII. The revision replaces Trustee Zeiss with Trustee Stenger.

The System Office recommends approval of Revising of the Articles of Incorporation.

ATTACHMENTS:

- Facilities Corporation Revised Articles of Incorporation November 2026

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE NEBRASKA STATE COLLEGES FACILITIES CORPORATION

A

NONPROFIT CORPORATION

The Board of Directors of The Nebraska State Colleges Facilities Corporation has adopted the following Amended and Restated Articles of Incorporation under the Nebraska Nonprofit Act, which supersede in their entirety the Articles of Corporation dated July 5, 1983, of the Corporation.

ARTICLE I

Name

The name of the corporation is The Nebraska State Colleges Facilities Corporation.

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

The purposes and powers of the Corporation are:

1. The purposes for which the Corporation is organized and which it is authorized to pursue are to provide for erecting, owning, leasing, furnishing, managing any lands, buildings, structures, halls, dormitories or apartments and the acquiring of equipment for use in whole or in part by the Nebraska State Colleges on any of its campuses or elsewhere which properties shall be held in trust for the Board of Trustees of the Nebraska State Colleges or the State of Nebraska. The Corporation shall also be authorized to enter into contracts with the Board of Trustees of the Nebraska State Colleges for the repairing, remodeling, replacement, or renovation of buildings, structures and facilities of the Nebraska State Colleges, for equipping any of the foregoing, and for land or facility acquisition projects.

2. In order to carry out its purposes, the Corporation shall have all of the powers now or hereafter granted to non-profit corporations under the provisions of the Nebraska Non-Profit Corporation Act as amended from time to time, but such powers do not include any power or powers at any time whose exercise or possession by the Corporation would now or hereafter prevent it from continuing to qualify or from qualifying as an exempt organization under the provisions of Section 501 of the Internal Revenue Code of 1986, as amended from time to time, nor any power or powers at any time to carry on propaganda or otherwise attempt to influence legislation or to participate or intervene by publication or distribution of statements or otherwise in any political campaign or campaigns on behalf of any candidate or candidates for public office.

3. In addition to the general powers referred to in paragraph 2 above, the Corporation shall specifically have power to contract with the Board of Trustees of the Nebraska State Colleges for the purposes set forth from time to time in Nebraska law, including but not limited to Sections 85-401, 85-402, 85-423 through 85-426, inclusive, and Section 85-323, and in any other legislation hereafter adopted by the Nebraska Legislature authorizing the Board of Trustees of the Nebraska State Colleges to enter into contracts. It shall also have the power to issue indebtedness, including but not limited to notes, bonds and other obligations in order to finance any of the purposes set forth in this Article III.

ARTICLE IV

Restrictions

l. No part of the net earnings of the Corporation is to inure to the benefit of or to be distributed to any director, officer or member of the Corporation, or any private individual.

2. No director or officer of the Corporation nor any private individual is entitled to share in the distribution of the assets of the Corporation on its dissolution or liquidation or the termination or winding up of its affairs or business; and upon the dissolution or liquidation of the Corporation, all of its then remaining assets are to be distributed to the Board of Trustees of the Nebraska State Colleges.

3. When the cost of any project financed by the Corporation and any indebtedness or pledge of revenues therefrom have been fully satisfied, such project shall become the absolute property of the

Board of Trustees of the Nebraska State Colleges or the State of Nebraska.

ARTICLE V

Registered Office and Agent

The street address of the present registered office is 1233 Lincoln Mall, Suite 100, Lincoln, Nebraska, 68508 and the name of its registered agent at such address is Paul Turman.

ARTICLE VI

Members

The Corporation shall have no members.

ARTICLE VII

Directors and Officers

1. The affairs and business of the Corporation are to be conducted and managed by a Board of Directors of seven in number, each of whom shall be during the time he or she holds office a member of the Board of Trustees of the Nebraska State Colleges. Each director shall hold office for as long as he or she is a member of the Board of Trustees of the Nebraska State Colleges. The present directors of the Corporation, all of whom are Trustees of the Nebraska State Colleges, are:

Name	Address
Connie Edmond	7417 S. 48th Street, Lincoln, NE 68516
Bob Engles	2308 McConnell, Auburn, NE 68305
Brian Maher	1936 Connor Street, Lincoln, NE 68505
Carter "Cap" Peterson	502 Douglas Street, Wayne, NE 68787
Danny Reynaga	1826 Center Avenue, Mitchell, NE 69357
Marjean Terrell	4412 436th Trail, Hay Springs, NE 69347
Angie Stenger~~Jess Zeiss~~	1601 Eldorado Road, Norfolk, NE 68701~~1517 South 109th Street, Omaha, NE 68144~~

2. The officers of the Corporation are a President, a Vice President, a Secretary, a Treasurer and any other officer or officers or assistant or assistants thereto appointed or elected by its Board of Directors.

ARTICLE VIII

By-Laws

The Board of Directors has authority to adopt its By-Laws, to alter or amend any part thereof from time to time, or to revoke them in their entirety at any time and adopt new By-Laws.

ARTICLE IX

Amendment of Articles

The Board of Directors has authority to alter or amend all or any part or parts of these Articles of Incorporation from time to time to the extent permitted under the provisions of applicable law but no such alteration or amendment is so authorized which would prevent the Corporation from continuing to qualify or from qualifying as an exempt organization under the provisions of Section 501 of the Internal Revenue Code of 1986, as amended from time to time, or which would disqualify the Corporation from the rights and privileges created under Sections 85-401, 85-402, 85-423 through 85-426, inclusive, and Section 85-323, Reissue Revised Statutes of Nebraska, as amended.

These Amended and Restated Articles of Incorporation under the Nebraska Nonprofit Corporation Act were adopted by the Board of Directors of the Corporation on November 12, 2026 at a meeting duly held by the Corporation in accordance with law.

Dated this ____ day of _____, 2026~~5~~.

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President