

ARTICLES OF INCORPORATION

OF

PROJECT MANAGEMENT INSTITUTE
HEARTLAND CHAPTER, INC.

In compliance with the provisions of the Nebraska Nonprofit Corporation Act, Sections 21-1901 through 21-19,177, Reissued Revised Statutes of Nebraska, 1943, as amended, the undersigned persons do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is: **Project Management Institute Heartland Chapter, Inc.** (hereinafter the corporation will be called the "Corporation").

ARTICLE II
PUBLIC BENEFIT CORPORATION

The Corporation is a mutual benefit corporation with members.

ARTICLE III
DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV
PURPOSES

The purpose or purposes for which the Corporation is organized are as follows:

A. To provide for professional advancement of project managers; to carry on educational and peer group programs for the common benefit of the members.

B. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes hereinabove set forth, 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

In furtherance of its purposes, but not otherwise, the Corporation shall have the following powers:

A. All Common Law and Statutory Powers. All of the powers conferred upon nonprofit corporations by the common law and statutes of the State of Nebraska in effect from time to time.

B. Powers Needed to Effectuate the Purposes. All of the 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 Articles IV above.

C. Powers Not Limited, Restricted. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article V.

ARTICLE VI NO INDIVIDUAL BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, nor may any substantial part of the activities of the corporation include carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the Corporation intervene in (including publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VII MEMBERSHIP

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the voting and other rights and privileges of each class of membership and the liability of each class to dues and the method of collection of dues shall be set out in the Bylaws of the Corporation.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of this Corporation shall be conducted, managed and controlled by its Board of Directors.

A. **Number; Terms.** The Board of Directors, (hereinafter sometimes called "Board") shall consist of not less than five (5) nor more than ten (10) members, the specified number to be set forth from time to time in the Bylaws of the Corporation. In the absence of any provisions in the Bylaws, the Board shall consist of three (3) members. In all events, however, the terms of at least one-third (1/3) of the members of the Board shall expire annually.

B. **Vacancies.** Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws. Any vacancies in the Board of Directors occurring before the first election of Directors by members shall be filled by vote of the remaining Directors.

C. **Initial Board.** The names and address of the following ten (10) natural persons over the age of twenty-one years shall comprise the initial Board of Directors and shall serve until the first election of Directors by the members and until their successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Don Green	15655 Western Ave. Omaha, Nebraska 68118
Michael Bitter	1212 MacArthur Drive Papillion, Nebraska 68046
Garrison Flemings	13003 S. 29 th Avenue Bellevue, Nebraska 68123
Thomas Myers	3104 Blackhawk Drive Bellevue, Nebraska 68118
Jon Boomgaarden	16105 Cedar Circle Omaha, Nebraska 68130
Ron Schaefer	17066 Douglas Omaha, Nebraska 68118
James Walkenhorst	4600 Rockwood Ct. Lincoln, Nebraska 68516
David Dickinson	15523 Burt Street Omaha, Nebraska 68154
Tammy Stephens	6430 N. 75 th Street Omaha, Nebraska 68114

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation is located at 15655 Western Ave., Omaha, Nebraska 68118, and Don Green is the registered agent of the Corporation at such address.

**ARTICLE X
OFFICERS**

The Board of Directors shall at each Annual Meeting of the Directors elect a President of the Corporation, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interest of the Corporation. The officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve from the Annual Meeting of the Directors at the pleasure of the Board of Directors.

**ARTICLE XI
CONVEYANCES AND ENCUMBRANCES**

Corporation property may be conveyed or encumbered by authority of the Corporation and its Board of Directors. Conveyances or encumbrances shall be by instrument executed by the President or Vice President and by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer or executed by such other person or persons to whom such authority may be specifically delegated by the Board.

**ARTICLE XII
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, set forth in Article IV herein above, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII
AMENDMENTS**

Amendments to these Articles of Incorporation may be adopted in the manner provided in the Nebraska Nonprofit Corporation Act.

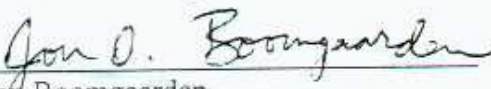
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1 day of ^{July} May, 2000.



Don Green



Garrison Flemings



Jon Boomgaarden

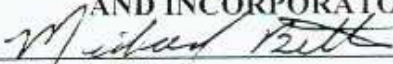


James Walkenhorst




Tammy Stephens

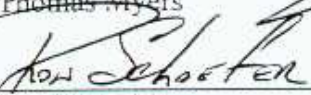
**INITIAL BOARD OF DIRECTORS
AND INCORPORATORS:**




Michael Bitter



Thomas Myers



Ron Schaefer



David Dickinson



Paul Williamson