

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NEBRASKA BANKERS ASSOCIATION, INC.**

ARTICLE I

The name of the corporation is the NEBRASKA BANKERS ASSOCIATION, INC. Its registered office is 233 South 13th Street, Suite 700, Lincoln, Nebraska. The registered agent of the corporation is the president/treasurer of the corporation.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved. The corporation is a mutual benefit corporation.

ARTICLE III

The purposes of this corporation shall be to promote the general welfare of banks and banking institutions in the state of Nebraska and to make them more useful to the state and the nation. To achieve the purposes for which it is formed, the association shall, among other things, foster good fellowship and encourage uniformity of action among its members, devote proper consideration to financial, commercial and agricultural usages, customs and laws affecting bank interests, give heed to economical trends, stress sound banking practices and provide protection against loss by crime. The corporation shall also have the power to do any and all things it deems necessary to further any of the ends for which it was formed, and shall have any additional powers provided by law.

ARTICLE IV

The affairs of said corporation shall be controlled by the membership at an annual or regularly called convention in which each member shall be entitled to representation by a delegate who shall be an officer or director of the institution represented. A delegate may represent and be a delegate for more than one (1) institution, if otherwise qualified, and may have one vote for each institution represented. Delegates shall not be required to be registered at such convention. The convention shall elect a board of directors in such manner and in such numbers as these articles and the bylaws shall direct. The convention shall be held at such times and places as shall be determined by the board of directors hereinafter provided. The delegates present at any session of the convention shall constitute a quorum. Each delegate shall be entitled to one vote on all questions coming before the annual or regularly called convention. Delegates shall vote in person and there shall be no voting by proxy. All voting shall be viva voce unless otherwise ordered, and any delegate may demand a division of the house.

ARTICLE V

The administration of the affairs of the association for the period between sessions of the annual convention, subject to the direction of the annual convention, is vested in the board of directors of this association. The board of directors shall be composed of the chairman of the association, the vice chairman, two representatives from each of groups one (1) through five (5) as identified in the bylaws, the immediate past chairman of the association, at least three

(3), but not more than five (5) at-large members, one representative (large bank or savings and loan representative) from each of the eight (8) largest member banks or savings and loan associations chartered in the state of Nebraska or branches of member banks or savings and loan associations chartered outside the state of Nebraska at the time dues are determined, as provided in the bylaws, effective at the beginning of the next fiscal year, provided that no bank or bank-owned group, savings and loan or savings and loan-owned group under the same ownership or control shall have more than one large bank or savings and loan representative on the board of directors. Notwithstanding the above composition, no bank or bank-owned group, savings and loan or savings and loan-owned group or trust company shall have more than two (2) voting representatives on the board of directors. Effective as of the 2015-2016 fiscal year, no bank or bank-owned group, savings and loan or savings and loan-owned group or trust company shall have a voting representative on the board of directors unless it has been a member of the association for the immediate past three (3) years.

All representatives shall be elected at the annual convention for terms of three (3) years, except a lesser term may be specified for the purpose of establishing staggered terms expirations, provided, except for representatives from the eight (8) largest member banks or savings and loan associations chartered in the state of Nebraska or from branches of member banks or savings and loan associations chartered outside the state of Nebraska no representative shall be eligible for election for two (2) full terms in succession. The terms of office of group representatives shall be staggered so as to provide no more than four (4) terms expiring in the same year. Selection of length of terms to comply with this intent shall be made by the board of directors.

The president/treasurer of the association shall be an ex-officio member of the board of directors, but shall not be entitled to vote. Past chairmen of the association except the immediate past chairman serving as a member of the board of directors, shall act in an advisory capacity to the board of directors, and may attend its meetings and participate in its deliberations without, however, being entitled to vote. A majority of the members of the board of directors shall constitute a quorum. The board of directors shall have the power to fill any vacancy among its members, or among the officers of the association. A majority of the members of the board of directors shall have the power to call a special meeting whenever they deem it necessary by filing a request for such meeting in writing with the president of the association.

The board of directors of this corporation shall have full management over the affairs of the association, and shall exercise all such incidental powers as shall be necessary to carry on the business of the association during the recess of the convention. It shall meet for organizational purposes and other duties immediately after the adjournment of the annual convention of the association and at such other times as the board may determine. At its first meeting it shall appoint a president, determine the amount of compensation to be received by the president, and adopt the budget which shall have been tentatively prepared and submitted in writing to the board of directors by the president of the association. The board of directors shall arrange for holding the sessions of the annual convention or any special convention, and the programs therefore, including reports of its official acts and provide for taking and preserving the records and proceedings of the session. It shall have charge of the finances of the association, and shall authorize the incurring and payment of all proper expenses.

Proxy voting shall be allowed at all board of directors' meetings when approved by a majority of the board of directors present and voting. Each board member shall be allowed to send a proxy

of their choice so long as that proxy is from within the board member's bank or savings and loan association chartered in the state of Nebraska or from a branch of the member bank or savings and loan association chartered outside the state of Nebraska (if the board member is representing a member bank or savings and loan association chartered in the state of Nebraska or a branch of a member bank or savings and loan association chartered outside the state of Nebraska specifically adopted by the Articles) or from the same NBA group (if the board member represents a group rather than a specific member bank or savings and loan association chartered in the state of Nebraska or a branch of a member bank or savings and loan association chartered outside the state of Nebraska).

"Control" shall mean the direct or indirect owning or controlling more than 25% of the voting shares of any bank or savings and loan association or the power to control in any manner the election of a majority of the directors of any bank or savings and loan.

ARTICLE VI

Special conventions may be called by the board of directors, if in its opinion circumstances so require, by giving notice at least fourteen (14) days before the special convention. The notice shall be given personally, electronically, or by first-class mail to each member and shall state the subject matter or purpose to come before the special convention.

ARTICLE VII

Officers of the corporation shall be the chairman, vice chairman, treasurer, president, secretary and other officers as the board of directors may elect. The annual convention shall elect, by secret ballot, a vice chairman who shall be the chairman-elect, who shall succeed to the chairman the following year for a term of one year. In the event that only one person shall be nominated for an office, the election may be viva voce unless otherwise ordered. The board of directors shall have the power to replace the vice chairman in the event of a vacancy in that office; provided, however, that such appointment shall be made to only the completion of the term of the original office holder. The chairman and vice chairman shall have the qualifications of a delegate and shall be installed in office at the annual convention. They shall not be eligible for immediate reelection to the same office after a full term of service. Other officers shall be elected for terms of one year by the board of directors at its first meeting following the annual convention. Officers of the corporation may be removed from office by a three-fourths (3/4) vote of the board of directors.

ARTICLE VIII

Subject to the direction of the board of directors, the administration of the affairs of the association in any interim between the sessions of the convention and the board of directors may be vested in the executive committee consisting of the chairman, vice chairman and three members of the board of directors appointed by the board of directors. The executive committee shall supervise all details of practical operation and shall perform all such duties of administration as shall be enjoined upon it by the board of directors. It may be called together any time by the chairman and the chairman shall call a meeting thereof on the request of three members of the committee. The executive committee shall report memoranda of all its proceedings to the board of directors at its meetings for approval.

ARTICLE IX

The association shall be subdivided into groups in accordance with regulations provided in the bylaws. These subdivisions shall be under the supervision of the board of directors and subject to the direction of the convention.

ARTICLE X

Non-voting members of the association shall consist of the following classes:

Associate Member – Service Provider

Any corporation, business, firm or individual conducting business in Nebraska that offers, provides or sells a service or product which supports the banking industry or this association may become an associate member-service provider upon the approval of the executive committee or board of directors, and payment of such dues as provided in the association bylaws. Membership dues for associate member-service providers will be established annually by the association board of directors or executive committee.

Associate Member – Financial Affiliate

State or national banks or federal or state-chartered savings and loans associations and savings banks without a physical presence or branch in the state dedicated to receiving deposits, trust companies, limited purpose charter companies, credit card banks, mortgage companies, community development finance institutions or related (non-credit union) financial services companies may become an associate member-financial affiliate upon the approval of the executive committee or board of directors, and payment of such dues as provided in the association bylaws. Membership dues for associate member-financial affiliates will be established annually by the association board of directors or executive committee.

Associate Member – Emeritus Member

Individuals, age 62 and over, who previously had ownership in an association member, previously worked for an association member, were active in the activities of the association and are no longer employed by a state or national bank, federal or state-chartered savings and loan association, or a savings bank can become emeritus members of the association upon the approval of the executive committee or board of directors, and payment of such dues as provided in the association bylaws. Membership dues for associate member – emeritus member will be established annually by the association board of directors or executive committee.

Upon payment of the annual base fee required under paragraph X of the association bylaws, the holding company of the bank or savings and loan association and each employee, officer, and director of such bank or savings and loan association are non-voting members of this association. Upon payment of the annual base fee required for trust companies, the holding company of the trust company and each employee, officer, and director of such trust company are non-voting members of this association. A non-voting employee, officer, or director of a bank, savings and loan association or trust company is not precluded from voting as an elected member of the board of directors or as an appointed member of any committee of the association.

Any national or state bank with either its principal office or a branch located within the state of Nebraska, any federally or state chartered savings and loan association with either its principal office or a branch located within the state of Nebraska may become a (voting) member of this association upon the payment of such annual dues to the president of the association as shall be determined by the board of directors. No bank or savings and loan eligible to become a member of this association under this paragraph shall be eligible for membership as an associate member. Any member may be expelled from the association by a vote of two-thirds of those present at any annual or special convention. In the event that any combination of two or more banks, savings banks, or savings and loans and industrial loan and investment companies, or branches thereof are under the same ownership or control, all of such banks, savings banks, and savings and loans and industrial loan and investment companies, and branches thereof, unless otherwise expelled from the association, shall become members and the deposits of such banks, savings banks, savings and loans and industrial loan and investment companies and branches thereof shall be included in the combined total of deposits of a holding company for purposes of assessing NBA dues.

"Control" means the direct or indirect owning or controlling more than twenty-five percent (25%) of the voting shares of any bank or the power to control in any manner the election of a majority of the directors of any bank.

ARTICLE XI

This corporation may own and hold real and personal property, may accept funds from any source whatsoever, and make charges for the rendering of their services. The safekeeping and investment of its funds and assets shall be under the control of the board of directors and subject to the bylaws of the corporation.

ARTICLE XII

The private property of the officers and members shall not be subject to the payment of the corporate debts.

ARTICLE XIII

The bylaws may be amended by the board of directors at any meeting by two-thirds (2/3) majority vote of the board of directors. At least thirty (30) days notice shall be given to the board of directors of a meeting at which an amendment is to be approved. The notice shall be given personally, electronically, or by first-class mail; state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws; and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XIV

The articles may be amended or altered at any annual convention or special convention by two-thirds (2/3) majority vote of the delegates present and voting. Notice of any proposed amendments to the articles shall be given personally, electronically, or by first-class mail to each member at least fifteen (15) days prior to the meeting.


ARTICLE XV

This corporation shall be a non-profit corporation for the purposes herein expressed and no trustee or member shall receive any dividends there from.

ARTICLE XVI


These revised Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto of this corporation.

DATED this 5th day of May, 2016



Chairman

ATTEST:



Corporate Secretary

**CERTIFICATE TO ACCOMPANY THE REVISED ARTICLES OF INCORPORATION OF THE
NEBRASKA BANKERS ASSOCIATION, INC.**

This Certificate is made and filed in compliance with Neb.Rev.Stat. §21-19,110 of the Nebraska Nonprofit Corporation Act.

Approval of the amendments by the members was required. The designation, number of memberships outstanding, number of votes entitled to be cast on the amendments, the number of votes indisputably voting on the amendments, and the total number of votes cast for and against the amendments are set forth below:

| Designation of voting group | Number of memberships outstanding | Number of votes entitled to be cast | Total number of votes cast | |
|-----------------------------|-----------------------------------|-------------------------------------|----------------------------|---------|
| | | | FOR | AGAINST |
| Regular Membership | 194 | 194 | 102 | 0 |

The number of votes cast for the amendments was sufficient for the approval of the amendments.

Dated this 5th day of May, 2016

NEBRASKA BANKERS ASSOCIATION, INC.

BY: 
Robert J. Hallstrom, Secretary