

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

Nebraska Association of SkillsUSA , Inc.

(formerly known as “Nebraska Association of VICA, Inc.”)

On January 28, 2004, the Directors of the Nebraska Association of VICA, Inc., a Nebraska non-profit corporation, approved the following AMENDED AND RESTATED ARTICLES OF INCORPORATION. On March 29, 2004, the delegates of the corporation approved the following AMENDED AND RESTATED ARTICLES OF INCORPORATION. The date of these AMENDED AND RESTATED ARTICLES OF INCORPORATION shall be the date the same were approved by the delegates. At the time of the vote to consider these AMENDED AND RESTATED ARTICLES OF INCORPORATION, 73 delegates were entitled to vote, all belonging to the same and only class of delegates. Of those members entitled to vote, 69 delegates voted in favor of the adoption of the AMENDED AND RESTATED ARTICLES OF INCORPORATION and 4 delegates voted against the adoption of the same, with the number voting in favor being sufficient pursuant to the original ARTICLES OF INCORPORATION (filed February 16, 1996), the Bylaws and the laws of the State of Nebraska. No other party is required to approve the AMENDED AND RESTATED ARTICLES OF INCORPORATION pursuant to Neb. Rev. Stat. §21-19,116.

ARTICLE I. NAME

The name of the corporation is SkillsUSA Nebraska, Inc.

ARTICLE II. DURATION

The duration of the corporation is perpetual.

ARTICLE III. PURPOSE

The purposes of the corporation are: (1) to assist its members in the growth and development of SkillsUSA; (2) to unite in a common bond, without regard to race, creed or national origin, students who are or have been enrolled in classes with career and technical objectives; (3) to foster a deep respect for the dignity of work; (4) to develop leadership abilities through participation in educational, career, civic, recreational and social activities; (5) to assist students in establishing realistic career goals; (6) to help students attain a purposeful life; (7) to create enthusiasm for learning; (8) to promote high standards in trade ethics, workmanship, scholarship and safety; (9) to develop the ability of students to plan together, organize and carry out worthy activities and projects through the use of the democratic process; (10) to foster a wholesome understanding of the functions of labor and management organizations and a recognition of their mutual interdependence; and (11) to develop patriotism through a knowledge of our nation’s heritage and the practice of democracy.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 800 Lincoln Square, 121 South 13th Street, Lincoln, Nebraska 68508, and the name of its initial registered agent at such address is Rick A. Damkroger.

ARTICLE VI. DELEGATES

The corporation will have delegates. All authority of the members is vested in the local delegates elected by such members. The types of membership, qualifications for each type of membership and rights and obligations of the members are to be set forth in the Bylaws of the Corporation.

ARTICLE VII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

The corporation may be dissolved in the manner prescribed by law. Upon dissolution, the corporation's assets shall be distributed for such charitable, educational or scientific purposes as are allowed under Section 501 (c) (3) of the Internal Revenue Code.