Articles of Incorporation

Cotner College,
Bethany, Nebr.

Filing 2.00

10-15-29.

RECORDED

COMPARED

OCT 14 1929

Miscellaneous Incorporations 63

210

Frank Marsh

C. G. Miles,
601 Federal Trust Bldg;
Lincoln, Nebr.

At a meeting of the Board of Trustees of Cotner College, October 15, 1925, the following members of the Board; E. F. Snavely, I. C. Munger, H. M. Haynes, Mrs. H. Fishback, Mrs. Nettie Sherman, M. B. Quivey, E. H. Smith, Floyd Bash, and Thomas Rawlings, XXXXXXXXXXXXXXXXXXXXXXXXXXX, and F. L. Wilmeth being present and constituting two thirds of the entire Board, unanimously adopted the Revised and Amended Articles of Incorporation of Cotner College submitted by the Committee on Revision of the Constitution consisting of Ray E. Hunt, Merton Corey, Frank Edgerton, Foster L. Cline and John McClure, as hereinafter set forth.

Thereafter on the same day the Corporation of Cotner College met in adjourned session pursuant to adjournment had at the annual meeting. The Revised and Amended Articles of Incorporation of Cotner College hereinafter set forth were submitted to the meeting of the Corporation and were unanimously adopted, a majority of the members of the Corporation being present. The said Revised and Amended Articles of Incorporation are as follows:

ARTICLE 1

Name

The name of this corporation shall be Cotner College.

ARTICLE 11

Place of Business.

The principal office and place of business of this corporation shall be in Bethany, Lancaster County, Nebraska.

ARTICLE 111

Object.

The object of this corporation shall be to organize and conduct such institutions of learning as the membership of the corporation shall determine at their regular annual meeting, and to acquire, hold and control all kinds of property, real, personal and mixed, obtained from donations, subscriptions, gifts, purchases or otherwise.

ARTICLE 1V

Membership

Sec. 1 The membership of the Corporation shall consist of twenty four persons who shall be called Trustees. The Trustees of the Corporation now holding office shall be members of such corporation and their terms shall be for three years as at present. Eight Trustees shall be elected each year for terms of three years each. The terms of the Trustees shall be fixed by resolution at the first meeting of the Corporation after the adoption of these Articles. Trustees shall be of two classes, Elective and Representative. There shall be sixteen Elective Trustees chosen by the present Corporation or their successors, having perpetual succession. Eight of the Trustees shall be known as Representative Trustees and shall be chosen as follows: Two by the Alumni of Cotner College, two by the Churches of Christ of Nebraska, two by the Churches of Christ of the Cotner Territory in the State of Kansas, one by the Churches of Christ of South Dakota, one by the Churches of Christ of Colorado. All vacancies of Representative Trustees shall be filled by the original electors and all vacancies among the Elective Trustees shall be filled by these Elective Trustees.

ARTICLE V

Administration.

Sec. 1. The business of the corporation shall be conducted by the Board of Trustees. ✓

Sec. 2. This corporation shall have all the powers and possess all the rights granted by the Statutes of Nebraska to like organizations. It shall have perpetual succession, power to sue and be sued, plead and be impleaded in all courts of law and equity, to acquire, hold, control and convey all kinds of property real, personal and mixed, in every lawful way which the Board of Trustees may take unto themselves in their corporate capacity, by purchase, grant, bargain, sell, devise, bequest, donation, lease, conveyance or otherwise from any person or persons whomsoever, and through its said board shall have power to grant, bargain, sell, convey, and encumber (except as hereinafter specified) lease, put out at interest or otherwise dispose of and invest any and all funds as shall seem for the best interest of the Educational Institutions under their charge.

Sec. 3. It shall have power to erect buildings and make all necessary repairs, secure maps, charts, scientific instruments and chemical apparatus, determining what course of study shall be pursued, and the text books to be used.

Sec. 4. To appoint a President of the College, Professors, Tutors, and teachers or any other necessary officers or agents, and to fix the compensation of the same.

Sec. 5. They shall have power to confer, on the recommendation of the Faculty or the Executive Committee, such academic and honorary degrees as are usually conferred by the Colleges of the United States of America.

Sec. 6. The Board shall have a common seal and may alter and change the same at pleasure. They shall adopt such By-laws as they deem necessary not inconsistent with the laws of this State and of the United States.

ARTICLE V1

Officers.

Sec. 1. The Board of Trustees shall elect from the Elective Trustees a President and Vice-President. They shall also choose an Executive Committee of five, three of who shall reside within one hundred miles of the College, who shall have charge and exercise the power and perform the duties of the Board in the intervals between meetings of the Board. The Executive Committee shall elect a chairman and secretary and the actions of the Committee shall be subject to the ratification of the Board of Trustees at their next regular meeting.

Sec. 2. The Board of Trustees shall also elect a Secretary and Treasurer who may or may not be of their own number.

Sec. 3. The President of the Corporation, and in his absence, the Vice-President, shall perform the duties usual to such officers, and shall sign all deeds, orders on the Treasurer, and all other papers needing the Signature of the corporation which shall be attested by the Secretary with the seal of the corporation attached.

Sec. 4. The Secretary and Treasurer shall give such bonds as the Board may require for the security of all moneys and credits which may come into their hands and for the faithful performance of their duties.

Sec. 5. The Board of Trustees shall also be the Trustees of all endowments of trust funds given to the corporation and the same shall be held, put out at interest or invested by the Board in such manner as to them shall seem best.

Sec. 6. All special trust funds shall be invested as is provided in the deed of trust and all general trust funds shall be expended or invested in such securities as may be designated by majority vote of the Board of Trustees.

Sec. 7. All instruments of writing executed by the Board of Trustees shall be signed by the President of the Corporation and attested by the Secretary with the seal of the corporation attached, except release of mortgages when made on the margin of the record when the signature of the President will suffice.

ARTICLE V11

Quorum

Sec. 1. A Quorum of the membership of the corporation for the election of Trustees shall consist of the number who attend the regular annual meeting.

Sec. 2. Seven members shall constitute a quorum of the Board of Trustees. Provided that a less number than a quorum may adjourn until nine o'clock A. M. the next day which meeting shall be a continuation of the regular meeting without notice. Three members shall constitute a quorum of the Executive Committee.

ARTICLE V111

Meetings.

~~Sec. 1.~~ The annual meeting of the membership of the corporation shall be held in Bethany at two o'clock P. M. on the day before the annual commencement exercises of the College and all members of the corporation shall be notified by the Secretary of the Board at least thirty days prior to the time of meeting of the exact date thereof.

Sec. 2. The regular meetings of the Board of Trustees shall be held the first Tuesday in October at two o'clock P.M. in the office of the College, and on the Monday before the annual commencement exercises of the College at two o'clock P. M.

Sec. 3. Special meetings of the Board of Trustees may be called by giving each member three days notice in writing of the time and place of holding the meeting.

Sec.4. The Chairman of the Executive Committee may call a special meeting of the Committee by mailing a notice to each member of the time and place of the special meeting.

ARTICLE 1X

Indebtedness.

Sec. 1. The amount of indebtedness shall not exceed thirty-three and one third per cent (33 1/3%) of the amount of property held by the Corporation. Provided that in case of an accidental loss and damage to the property whereby great loss may occur unless the property is repaired the Board of Trustees may create an indebtedness sufficient to preserve the property.

Sec. 2. No member of the Board of Trustees shall in any way be liable for the debts of the corporation.

ARTICLE X

.Amendments.

These Articles of Incorporation may be amended at any annual meeting by a majority vote of the members of the corporation provided the amendment has first been adopted by a two-thirds vote of the Board of Trustees.

STATE OF NEBRASKA)
) ss
LANCASTER COUNTY)

Edgar F. Snavely being first duly sworn upon his oath deposes and says that he was the president of the Board of Trustees of Cotner College on October 15th, 1925, and that he presided at a meeting of the Board of Trustees of Cotner College held on October 15th, 1925, same being a duly called meeting of said Board of Trustees and that the above and foregoing record of the action taken there at said meeting relative to the revised and amended Articles of Incorporation of said college as above set forth is true and correct; that he was present at the meeting of the corporation of Cotner College held October 15th, 1925, and that the above and foregoing statement of the action taken in that meeting relative to the adoption of the revised and amended Articles of Incorporation of Cotner College is true and correct; that the meeting of the Board of Trustees and the meeting of the corporation of Cotner College above mentioned were held at the College Building at Bethany Nebraska on the dates aforesaid.

Further affiant saith not.

Edgar F. Snavely

Subscribed in my presence and sworn to before me this 14th day of October, 1929.

Clarence S. Miles
Notary Public
my Commission expires Feb 9 1935.

STATE OF NEBRASKA)
) ss
LANCASTER COUNTY)

Goldie Dickerson being first duly sworn on her oath deposes and says that she is secretary of Cotner College and that she has in her charge and custody the minutes of the meeting of the Board of Trustees of Cotner College held on October 15th, 1925, and the minutes of the corporation of Cotner College which met in adjourned session on October 15th, 1925, pursuant to the adjournment had at the annual meeting of said corporation.

That she has carefully compared the foregoing copy of the revised and amended Articles of Incorporation of Cotner College with the record in the minutes of the meeting of the Board of Trustees of Cotner College and with the minutes of the meeting of the corporation of Cotner College, both held on October 15th, 1925, which minutes are in the regular minute book of the said corporation and that she knows the same to be true and correct and further states the fact to be that the said minutes show the recitations set out in the above and foregoing statement to be true and correct and further states the fact to be that the corporation of Cotner College has, according to the records of said College, acted in all respects in accordance with and under the amended Articles of Incorporation above set forth.

Goldie Dickerson

Subscribed in my presence and sworn to before me this 14 day of October, 1929.

Clarence S. Miles
Notary Public
Commission expires Feb 9 1935

AMENDED ARTICLES OF INCORPORATION OF COTNER COLLEGE

ARTICLE I

Name

The name of this corporation shall be Cotner College.

ARTICLE II

Place of Business

The principal office and place of business of this corporation shall be in Lincoln, Nebraska.

ARTICLE III

Object

The object of this corporation shall be to organize and conduct such institutions of learning as the Board of Trustees of this corporation shall determine at the regular annual meeting of the corporation, and to acquire, hold and control all kinds of property, real, personal and mixed, obtained by way of donations, subscriptions, gifts, purchases or otherwise.

ARTICLE IV

Membership

The membership of this corporation shall, after the annual meeting of the corporation in the year 1954, consist of 21 persons, who shall be called Trustees. The trustees of the corporation now holding office shall continue in office until their terms shall expire.

The annual meeting of this corporation is to be held on the first Tuesday of the month of May of each year, beginning in the year 1953. At that time the Board of Trustees of Cotner College shall elect fourpersons to hold the office of trustee for a period of three years, and the Board of Trustees at each annual meeting of the Corporation thereafter shall elect fourpersons to said Board of Trustees to hold office for a term of three years.

At the State Convention of the Christian Churches held in the State of Nebraska in the year 1952, three members of the Board of Trustees of Cotner College shall be selected by said Convention, one of whom shall be an alumnus or former student of Cotner College, and all of whom shall hold office for a term of three years or until their successors are selected by said Convention. Said State Convention shall each year after 1952 likewise select three persons, one of whom shall be an alumnus or former student of Cotner College, to be members of the Board of Trustees of the College to serve for a term of three years or until their successors are selected by said Convention.

All vacancies arising from time to time in the office of trustee, regardless of the cause or reason, shall be filled by the then existing Board of Trustees, until such vacancy can be filled by the proper body having power to fill such vacancy.

ARTICLE V

Power of Corporation

Section 1.

This Corporation shall have all of the powers and possess all of the rights granted by the Statutes of Nebraska to like organizations. It shall have perpetual succession, power to sue and be sued, plead and be impleaded in all courts of law and equity, to acquire, hold, control and convey, all kinds of property, real, personal, and mixed, in every lawful way which the Board of Trustees may take unto themselves in their corporate capacity by purchase, grant, bargain, sale, devise, bequest, donation, lease, conveyance, or otherwise from any person or persons whomsoever, and through its said Board shall have power to grant, bargain, sell, convey, encumber, lease, put out at interest or otherwise dispose of and invest any and all funds or property as shall seem for the best interest of the Educational Institutions authorized by it.

Section 2.

The Corporation shall have power to acquire or erect buildings, make all necessary repairs in connection therewith, determine what courses of study shall be pursued, and do all things necessary and incident to carry out the objects set forth in Article III hereof.

Section 3.

The Corporation shall have power to confer, on the recommendation of the Faculty or the Executive Committee, such degrees as are in line with sound educational practices.

ARTICLE VI

Officers - Powers and Duties

Section 1.

The Board of Trustees shall have power to appoint a Dean of the College, and, Professors, Tutors, and Teachers or any other necessary officers or agents, and to fix the compensation of the same.

Section 2.

The Board of Trustees shall provide a corporate seal for the Corporation and shall adopt such By-laws as they may deem necessary not inconsistent with the laws of this state and with the laws of the United States.

Section 3.

The Board of Trustees shall conduct all business of the Corporation and shall elect from its number a President and Vice-President, together with a Secretary and Treasurer, although the Board may elect one person to serve as Secretary and Treasurer. The Board shall also appoint an Executive Committee of five members, who shall have charge of and exercise the power and perform the duties of the Board of Trustees in the interval between meetings of said Board as to matters of ordinary business administration, but all actions of said Committee shall be reviewed by said Board at its next regular meeting.

Section 4.

The Board of Trustees shall have power to select a successor to any Board member who shall have been absent from three consecutive meetings of the Board and such successor shall hold office for the unexpired term of the member so replaced.

Section 5.

The President of the Corporation, and in his absence the Vice-President, shall perform the duties usual to such officers and shall sign all instruments in writing in the nature of contracts or conveyances, and such instruments shall be attested by the Secretary of the Corporation, and the corporation seal of the College attached.

Section 6.

The Treasurer shall give such bond as the Board may require for the security of all moneys and credits which may come into his hands and also for the faithful performance of his duties as Treasurer.

Section 7.

The Board of Trustees shall also be the Trustees of all endowments or trust funds given to the corporation and the same shall be held, put out at interest, or invested by the Board in such manner as to them shall seem best.

All trust funds shall be held inviolate and used for the purpose for which such trust was created, and while held shall be invested in such securities as may be designated by majority vote of the Board of Trustees.

Section 8.

The Board of Trustees shall adopt By-laws for the conduct of the business of said Board.

ARTICLE VII

Quorum

Section 1.

Eleven members of the Board of Trustees shall constitute a quorum and three members of the Executive Committee shall constitute a quorum thereof.

ARTICLE VIII

Regular and Annual meetings of Corporation and Board of Trustees.

Section 1.

The annual meeting of the Corporation shall be held on the first Tuesday of the month of May at 10 a.m. of each year beginning in the year 1953, and all members of the Corporation shall be notified of the time and place of such annual meeting by the Secretary or other officer of the Board of Trustees at least 10 days prior to the time of such meeting, and regular meetings of said Board of Trustees shall be held at least twice each year, once in the month of May and once in the month of October.

Section 2.

Special meetings of the Board of Trustees, acting as a Corporation or as a Board, may be called by any officer of the Board of Trustees by giving each member ten days' notice in writing of the time and place of holding any such meeting. The Chairman of the Executive Committee may call a meeting of the Executive Committee of said Board by giving notice of the time and place of such special meeting to each member three days before such meeting is to be held.

ARTICLE IX

Amount of Indebtedness and Liability of Board Members

Section 1.

The amount of indebtedness shall not exceed thirty-three and one-third per cent (33 1/3%) of the value of the property held by the Corporation, provided however that in case of an accidental loss and damage to the property whereby great loss may occur unless the property is repaired, the Board of Trustees may create an indebtedness sufficient to preserve the property.

Section 2.

No member of the Board of Trustees shall in any way be liable for the debts of the corporation.

ARTICLE X

Amendments

These Articles of Incorporation may be amended at any annual meeting of the Corporation by majority vote of the members of the Corporation, provided any such proposed amendment is submitted to the Board of Trustees for consideration at least thirty days prior to the holding of such annual meeting.

ARTICLE XI

Endowment Funds

The endowment funds of the said College shall never be mingled with the other funds of said College and should be kept separate and shall be the special responsibility of the Board of Trustees of the College until such time as a separate endowment fund corporation is formed, at which time all endowment funds of Cotner College shall be turned over to such endowment fund corporation, it being contemplated that the Board of Trustees will organize under the laws of the State of Nebraska a separate corporation to hold and manage such endowment funds.

CERTIFICATION

We, whose names are hereunto subscribed, do hereby certify that we are all duly elected and qualified members of the Board of Trustees of Cotner College, the above-named corporation, and that we constitute more than two-thirds of the members of the Board of Trustees of said College; that being familiar with the foregoing Amended Articles of Incorporation, we have duly considered the same and have in regular meeting assembled approved and adopted the same; that it is intended by the adoption of these Amended Articles that the continuity of Cotner College as a Corporation shall in no respect be interrupted.

DATED this 29th day of May, 1952.

J. W. Lamm[illegible]

C. R. Hatten

Charles Kemp

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~~229~~

Charles Livingston
Marion F. Morton
Albert H. Burt, Trustee
F. H. Stephenson.
Walter P. Hill
C C Wiggans.
Albert F. Austin
Guy L. Cooper
P. O. Marvel

STATE OF NEBRASKA)
) S S
COUNTY OF LANCASTER)

Now on this 16th day of ~~May~~ July 1952, before me, the undersigned, a Notary Public, duly commissioned, qualified for and acting in said county, personally appeared J W Cunning, C R Hatten, Charles F. Kemp, Charles Livingston, Marion F. O. Morton, Albert H Burt, F H Stephenson, Walter P Hill, C C Wiggans, Albert F Austin, Guy L Cooper, P.O. Marvel who signed the above and foregoing certificate, and all of whom are personally known to me, and all declared that the signing and execution of said certificate was their voluntary act and deed, and it so appeared to the undersigned.

WITNESS my hand and notarial seal on the day and year first above written.

[illegible] Miller
Notary Public

AFFIDAVIT

STATE OF NEBRASKA)
) S S
COUNTY OF LANCASTER)

C. R. Hatten being first duly sworn upon his oath deposes and says that he is the Secretary duly elected and qualified, of Cotner College, a Corporation, of Lincoln, Nebraska, and that he is a member of the Board of Trustees of said College.

That on March 11, 1952, the Board of Trustees of Cotner College consisted of 18 members; that he was present at the annual meeting of Cotner College as a corporation, and the annual meeting of the Board of Trustees of said College duly held in Lincoln, Nebraska, on May 29, 1952; that on March 11, 1952, there was held a regular meeting of the Board of Trustees of Cotner College which had been duly called according to the Articles of Incorporation of said College, and at which meeting two-thirds of the membership were present, and at which meeting the above and foregoing Amended Articles of Incorporation of Cotner College were duly presented and considered and recommended to the Corporation for adoption at its next annual meeting, all as provided in the Articles of Incorporation then in existence; that in accordance with the said Articles of Incorporation of Cotner College all the members of the Corporation of Cotner College were notified in writing that the annual meeting of the corporation of Cotner College would be held by the YMCA in Lincoln, Nebraska, at 10 A. M. on the 29th day of May, 1952, and all of the members of said Corporation, to-wit: all of the members of the Board of Trustees of said Corporation were duly notified on the 29th day of April, 1952 that among other matters of business the Amended Articles of Incorporation above set forth would be presented for consideration and adoption. That at said meeting on May 29, 1952, and after 2 P.M. of said day, the said Amended Articles of Incorporation were duly presented and considered, and their adoption was duly moved and seconded and voted, and were adopted by the unaminous vote of all members present, constituting two-thirds of the Board of Trustees of Cotner College.

B R Hatten

Subscribed in my presence and sworn to before me this 4th day of July, 1952.

Notary Public

~~2232~~ 822

Amended Articles of Incorporation
of

Cotner College
Lincoln

Filing	1.00
Recording	2.80

10-14-29

STATE OF NEBRASKA } SS JUL 28 1952
SECRETARY'S OFFICE }
Received and filed for record
and recorded in book 187
Misc. Rec. at page 224
Secretary of State
By Hazel A. Schwartz

RECORDED

INDEXED

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10-21

PROOF OF PUBLICATION

AUG 16 1952

Clarence G. Miles, Attorney
602 Federal Securities Building
NOTICE OF AMENDED ARTICLES
OF INCORPORATION OF
COTNER COLLEGE

All persons are hereby notified that at a meeting of Cotner College, a Corporation, held in Lincoln, Nebraska, on May 29, 1952, the following changes were made in the said Articles of Incorporation:

The principal place of business was fixed as Lincoln, Nebraska.

The affairs of the Corporation are to be conducted by 21 Trustees, 12 of whom are to be selected by the Board of Trustees, and 9 of whom are to be selected by the State Convention of the Christian Churches to be held in the State of Nebraska.

Authority is given in the Amended Articles for transferring of endowment funds of the College to an endowment fund corporation when such a corporation is formed.

Other changes are made in the original Articles of Incorporation, which amended Articles of Incorporation are now on file in the office of the Secretary of State of the State of Nebraska, and in the office of the County Clerk of Lancaster County, Nebraska.

Dated this 31 day of July, 1952.

COTNER COLLEGE,
A Corporation,
By J. W. Lanning, President
C. R. Hatten,
Secy.-Treas.
Clarence G. Miles,
Attorney.

Aug 16 (Sat) Aug 2-9-16

AFFIDAVIT

State of Nebraska, Lancaster County, ss:

Robert L. Gant, being duly sworn, deposes and says that he is an editor and manager of The Daily Reporter, a legal daily newspaper printed, published and of general circulation in the County of Lancaster and State of Nebraska, and that the attached printed notice was published in the said newspaper once each week three successive weeks, the first insertion having been on the 2 day of August A. D. 1952, and thereafter on August 9 and 16 1952, and that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

Robert L. Gant

Subscribed in my presence and sworn to before me August 16, 1952

Dorothy R. Paul
Notary Public

Printer's Fee $13.65
Filing Fee $
Total $

823