Restated Articles of Incorporation
of
The Wyoming Humanities Council, Incorporated

In compliance with the requirements of the Wyoming Nonprofit Corporation Act, the undersigned, being of full age, have this day voluntarily associated themselves for the purpose of incorporating a not-for-profit corporation and do hereby adopt and certify the following Articles of Incorporation:

ARTICLE I

The name of the corporation is the Wyoming Humanities Council, Incorporated.

ARTICLE II

Length of Existence
The term of existence is perpetual, unless otherwise dissolved according to these Articles and the provisions of the statutes of the State of Wyoming.

ARTICLE III

Purpose of the Corporation
The Corporation is organized as a public benefit corporation exclusively for educational and charitable purposes to implement the objectives of the state-based program of the National Endowment for the Humanities, and support and advance the humanities in the State of Wyoming.

Not-for-Profit Purposes
No part of the net earnings of the Corporation shall be for the benefit of, or be distributed to, its directors, trustees, or officers. However, the Corporation is empowered to pay reasonable compensation for services rendered and to make payments and distributions in accordance with the stated purpose of the Corporation. The Corporation shall not carry on any activities not permitted by a tax-exempt corporation under section 501 (c) (3) of the Internal Revenue Code.
ARTICLE IV

No Membership

The Corporation shall have no members.

ARTICLE V

Board of Directors

The board of directors shall consist of at least five (5) directors and may not exceed twenty directors (20). New directors will be elected by the board in accordance with the requirements of the Bylaws.

ARTICLE VI

Regulation and Internal Affairs

The board of directors and staff shall conduct the affairs of the Corporation according to the Corporation bylaws.

The board of directors have the power to alter, amend, or repeal the Bylaws which contain the provisions for the regulation and management of the Corporation. The Bylaws are consistent with these Articles. The Corporation reserves the right to amend, alter, or repeal the Articles of Incorporation, according to the manner prescribed in the Wyoming Nonprofit Corporation Act.

The board of directors shall meet regularly, or for special meetings, within the State of Wyoming.

Liability of Board of Directors

The private property of members or officers of the board of directors of the Corporation shall not be subject to the payment of any debt of the Corporation.

ARTICLE VII

Dissolution

Upon dissolution, the board of directors will make provision for payment of all liabilities of the Corporation and dispose of all assets of the Corporation consistent with the Corporation’s stated purpose. Federal assets of the Corporation shall be distributed to the National Endowment for the
Humanities, or if the National Endowment for the Humanities has been dissolved, to the United States Treasury. Non-federal assets shall be disposed by donating them to any charitable or educational organization with tax-exempt status under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII

Address of the Registered Office

The address of the registered office of the Corporation is 1315 E Lewis St, Laramie, WY 82072.

Name of the Registered Agent

The name of the registered agent is Shannon D. Smith.

ARTICLE IX

Capital Stock and Dividends

The Corporation will not have capital stock nor will it pay a dividend of any kind except on liquidation of the Corporation, and then only in the manner for dissolution as is provided in these Articles.

ARTICLE X

Amendment of the Articles

Amendment of these Articles shall require the consent of two-thirds (2/3) of the entire Corporation’s board of directors.

Articles revised/restated 12/09/2016