

ARTICLES OF INCORPORATION

of

PARK COUNTY COMMUNITY FOUNDATION

Pursuant to the Montana Nonprofit Corporation Act, the undersigned, of legal age, adopts the following Articles of Incorporation.

1. **Name.** The name of the Corporation is PARK COUNTY COMMUNITY FOUNDATION.
2. **Duration.** The period of its duration is perpetual.
3. **Members.** The Corporation will not have members.
4. **Public Benefit.** The Corporation is a Public Benefit Corporation.
5. **Purposes.** The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In furtherance of this objective, the Corporation shall have the following specific purposes:
 - (a) The Corporation shall be operated for charitable and social welfare purposes. Specifically, the Foundation will primarily provide financial support for charitable projects and programs benefiting Park County and its residents.
 - (b) The Corporation may conduct charitable programs that benefit Park County and its residents.
 - (c) The Corporation shall have and exercise all rights and powers conferred on non-profit organizations under Section 35-2-118 of the

Montana Non-Profit Corporation Act; *provided*, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the stated general purposes of the Corporation.

6. **Directors.** The Corporation will be governed by a Board of Directors, who shall be elected and appointed in the manner provided in the Bylaws.

7. **Registered Agent and Office.** The address of the initial registered office of the Corporation is P.O. Box 910; Livingston, Montana, 59047. The name of the Corporation's initial registered agent is John Payne.

8. **Restricted Activities.** No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

9. **Prohibited Activities.** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

10. **Prohibited Distributions.** No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to its

members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose clause set forth in Section 5.

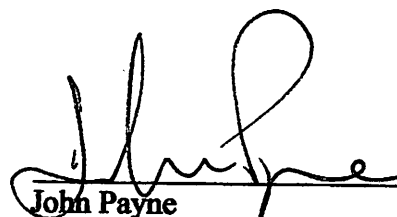
11. **Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for the purposes of the Corporation, or for other exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

12. **No Personal Liability.** There shall be no personal liability of any director to the Corporation for monetary damages for breach of a director's duties to the Corporation, provided that this limitation shall not apply to a breach of the director's duty of loyalty to the Corporation, for acts or omissions not in good faith or involving intentional misconduct or knowing violation of the law, for transactions from which the director derives an improper personal economic benefit, or as otherwise limited in Section 35-2-213(2)(e) of the Montana Non-Profit Corporation Act, or its successor.

13. **Incorporator.** The name and address of the incorporator is:

John Payne
P.O. Box 910
Livingston, MT 59047

DATED this 17 day of August, 2006.

 Incorporator
John Payne

SECRETARY OF STATE

STATE OF MONTANA

BRAD JOHNSON



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
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JOHN PAYNE
PO BOX 910
LIVINGSTON MT 59047

RE: PARK COUNTY COMMUNITY
FOUNDATION
ARTICLES OF INCORPORATION
Filing Date: August 18, 2006
Filing Number: D160210 - 702573

August 28, 2006

Dear Mr. Payne:

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

A handwritten signature in cursive script that reads "Brad Johnson".

BRAD JOHNSON
Secretary of State