

SECRETARY OF STATE

STATE OF MONTANA
BRAD JOHNSON



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MONTANA CONSERVATION CORPS, INC.
206 N GRAND AVE
BOZEMAN MT 59715

RE: MONTANA CONSERVATION CORPS,
INC.
RESTATED ARTICLES OF
INCORPORATION
Filing Date: May 1, 2008
Filing Number: D-070099 - 897088

May 2, 2008

Dear Sir or Madam:

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 black ink that reads "Brad Johnson".

BRAD JOHNSON
Secretary of State

**CERTIFICATE WITH RESPECT TO
RESTATED ARTICLES OF INCORPORATION
OF
MONTANA CONSERVATION CORPS, INC.**

Pursuant to the provisions of § 35-2-222, MCA, the undersigned Board Chair and Secretary of Montana Conservation Corps, Inc., a Montana non-profit corporation, hereby certify as follows:

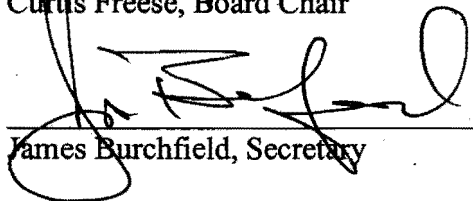
1. The Articles of Incorporation of this Corporation are restated to read as set forth in the accompanying. "Restated Articles of Incorporation of Montana Conservation Corps, Inc."
2. The attached Restated Articles of Incorporation were adopted in the manner provided for by the Montana Nonprofit Corporation Act.
3. The date this restatement of the Articles of Incorporation was adopted is February 21, 2008.
4. The Corporation's three existing corporate members unanimously approved the adoption of the Restated Articles of Incorporation by resolution of the respective board of directors or board of trustees of each corporation.

We further declare under penalty of perjury under the laws of the state of Montana that the matters set forth in this Certificate are true and correct as of our knowledge.

Dated: April 25, 2008



Curtis Freese, Board Chair



James Burchfield, Secretary

**RESTATED ARTICLES OF INCORPORATION
OF
MONTANA CONSERVATION CORPS, INC.**

A Montana Public Benefit Corporation

Pursuant to the provisions of Title 35, Chapter 2 of the Montana Codes Annotated, the following Restated Articles of Incorporation have been duly approved and adopted.

1. **Name.** The name of the Corporation is **MONTANA CONSERVATION CORPS, INC.**
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 and shall be operated not for profit but exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purpose for which the Corporation is organized is to foster the development of young people and contribute to the enhancement and stewardship of our lands in the state of Montana and surrounding regions. The Corporation may engage in any and all lawful acts and enter into any and all lawful agreements that may be necessary, useful, suitable, or proper for the furtherance of its charitable purposes or programs, so long as these programs are permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended
6. **Powers.** The Corporation shall have and exercise all rights and powers conferred on non-profit corporations 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 charitable purposes as that term is defined under the regulations for Section 501(c)(3) of the Internal Revenue Code of 1986, as amended

7. **Directors.** The Corporation will be governed by a Board of Directors, who shall be elected and appointed in the manner provided by the Corporation's Bylaws.
8. **Registered Agent and Office.** The address of the Corporation's registered office at the time of the adoption of these Restated Articles of Incorporation is 206 North Grand Avenue, Bozeman, Montana 59715. The name of the registered agent at such address as of the time of the adoption of these Restated Articles of Incorporation is Curtis H. Freese.
9. **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.
10. **Prohibited Activities.** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3), or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.
11. **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, directors, officers or other private person or individual, 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 purposes set forth in Section 5.
12. **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 and

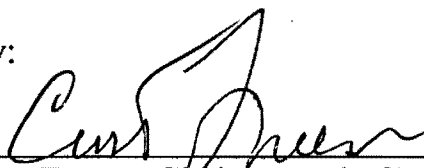
the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations organized and operated for the purposes as the Court shall determine.

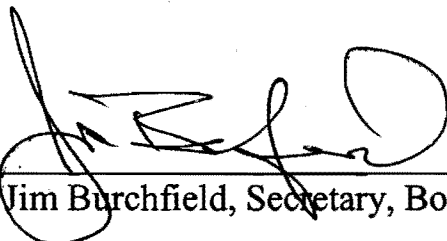
13. **No Personal Liability.** There shall be no personal liability of any Director to the Corporation for monetary damages for breach of a Director's duties to the Corporation, provided that this limitation shall not apply to a breach of the Director's duty of loyalty to the Corporation, for acts or omissions not in good faith or involving intentional misconduct or a 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.
14. **Restatement of Articles.** These Restated Articles of Incorporation supersede the heretofore existing Articles of Incorporation and all amendments thereto of Montana Conservation Corps, Inc.

DATED this 25 day of April, 2008.

MONTANA CONSERVATION CORPS, INC.

By:


Curt Freese, Chair, Board of Directors


Jim Burchfield, Secretary, Board of Directors