

RESTATED ARTICLES OF INCORPORATION

OF

MONTANA ECONOMIC DEVELOPERS ASSOCIATION

The undersigned Corporation adopts these Restated Articles of Incorporation in the manner provided for by the Montana Nonprofit Corporation Act, Title 35, Chapter 2, MCA:

- FIRST: The name of the Corporation is Montana Economic Developers Association
- SECOND: The period of its duration is perpetual.
- THIRD: The corporation shall sponsor educational seminars, workshops, and conferences to advance the economic development profession; conduct research and studies to stimulate the interchange of ideas and experiences; develop network and communications systems to disseminate information; act as a clearinghouse and contact point within Montana for other state, regional, national and international economic development organizations and agencies; and otherwise conduct lawful activities and transactions consistent with its purpose.

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

- FOURTH: The Corporation may have one or more classes of members.
- FIFTH: Provisions for the regulation of internal affairs of the Corporation are: None.
- SIXTH: The physical address of the registered office of the Corporation is 118 E. Seventh St.; Suite 2A, Anaconda, MT 59711 _____, and the name of its registered agent at such address is Gloria O'Rourke. The mailing address of the registered office of the Corporation is 118 E. Seventh St; Suite 2A, Anaconda, MT 59711.
- SEVENTH: A Director shall have no personal liability to the Corporation for monetary damages for breach of a Director's duties of the Corporation, provided that this provision does not eliminate or limit the liability of a Director:
- (a) For a breach of the Director's duty of loyalty to the Corporation;
 - (b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 - (c) For a transaction from which the Director derived an improper personal economic benefit; or
 - (d) Under MCA 35-2-418 (Director Conflict of Interest) or 35-02-436 (Liability of unlawful distributions).

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 purposes set forth in these Articles of Incorporation.

NINTH: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

TENTH: Upon the dissolution of the Corporation, after paying or adequately making provision for the payment of all liabilities of the Corporation, the Board of Directors shall dispose of all the remaining assets of the Corporation in such manner and to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or any successor provision of the federal tax code, as the Board of Directors shall determine.

These Restated Articles of Incorporation were adopted on October 13, 2015.

The number of votes cast for the amendment was sufficient for approval.

These Restated Articles of Incorporation were adopted by a sufficient vote of the Board of Directors. A vote of the members was not required.

I, HEREBY SWEAR AND AFFIRM, under penalty of law, that the facts contained in this document are true.



Signature of President of the Board

10-13-15

Date

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