

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

POTOMAC-GREENOUGH COMMUNITY CENTER

duly executed pursuant to the provisions of Section 15-2328 of the Revised Codes of Montana, have been received in my office and are found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

POTOMAC-GREENOUGH COMMUNITY CENTER

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 9th

(GREAT SEAL)

day of January A. D. 19 78

Frank Murray
FRANK MURRAY
Secretary of State

Leonard C. Larson
By LEONARD C. LARSON
Chief Deputy

ARTICLES OF INCORPORATION
POTOMAC - GREENOUGH COMMUNITY CENTER

We, the undersigned, residents of the State of Montana, being eighteen years or more of age, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the statutes of the State of Montana:

ARTICLE ONE

NAME

The name of the corporation shall be Potomac-Greenough Community Center.

ARTICLE TWO

DURATION

The period of duration of this nonprofit corporation shall be perpetual

ARTICLE THREE

PURPOSE

The business and purpose of this corporation shall be to promote and encourage recreational, social and educational activities and programs which will benefit persons throughout the Potomac-Greenough area; to enter into contracts or accept grants; to insure that funds made available to the Potomac-Greenough Community Center are expended in keeping with the purpose for which they are awarded; to employ and supervise such personnel as may be required to manage and operate the proposed Potomac-Greenough Community Center; and to exercise any power granted by law to nonprofit corporations.

ARTICLE FOUR

NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as initial directors are as follows:

1. Harry Conley, Potomac, Montana
2. Douglas Hall, Potomac, Montana
3. Sheila Tolle, Potomac, Montana
4. Dennis Iverson, Potomac, Montana
5. Spike Potter, Greenough, Montana

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STATE OF MONTANA

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FRANK MURRAY
SECRETARY OF STATE

Kenneth W. Brown
Deputy
See

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ARTICLE SIX
ELECTION OF DIRECTORS

The manner in which the directors are to be elected is as follows: Notice of the election of directors shall be given by posting a notice of election of directors for the community center at five (5) public places in the Potomac Greenough area. The notice shall specify the number of directors to be elected and the time and place at which the election will be held. The manner of conducting the election shall be specified in the by-laws.

The term of a director shall be determined by the by-laws and may not exceed three (3) years. A person may be elected to two or more successive terms as a director.

ARTICLE SEVEN
CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, vice-secretary, treasurer, and vice-treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have a general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of the absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation or in any way pertaining to the business thereof.

The principal duties of the vice-secretary shall be to discharge the duties of the secretary in the event of the absence or disability, for any cause whatsoever, of the secretary.

The principal duties of the treasurer shall be to keep an account of all monies, credits and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and or proper vouchers for monies disbursed and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The principal duties of the vice-treasurer shall be to discharge the duties of the treasurer in the event of the absence or disability, for any reason whatsoever, of the treasurer.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE EIGHT
ELECTION OF OFFICERS

The officers shall be elected by members of the Board of Directors.

ARTICLE NINE
MEMBERSHIP

The members of this corporation are the residents of the Potomac-Greenough area of Missoula County, Montana, as constituted in the by-laws.

ARTICLE TEN
AMENDMENT

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE ELEVEN
REGISTERED AGENT

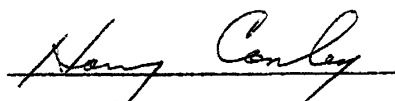
The initial registered agent of the corporation shall be Sheila Tolle, whose address is Star Route Potomac, Bonner, Montana 59823, and the address of the initial registered office is Star Route Potomac, Bonner, Montana, 59823.

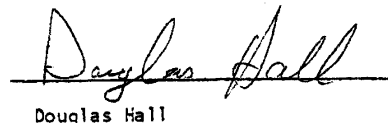
ARTICLE TWELVE
INCORPORATORS

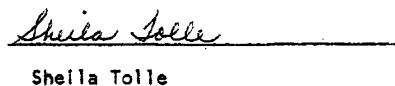
The names and residences of the persons forming this corporation are as follows:

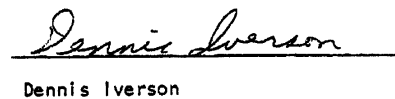
1. Harry Conley, Potomac, Montana
2. Douglas Hall, Potomac, Montana
3. Sheila Tolle, Potomac, Montana
4. Dennis Iverson, Potomac, Montana
5. Spike Potter, Greenough, Montana

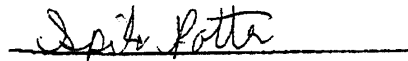
Dated this 20 day of December, 1977.


Harry Conley


Douglas Hall


Sheila Tolle


Dennis Iverson


Spike Potter

SECRETARY OF STATE

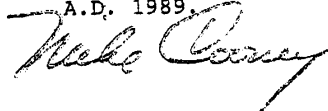
STATE OF MONTANA

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION

I, MIKE COONEY, Secretary of State of the State of Montana, do hereby certify that the Articles of Amendment to the Articles of Incorporation of POTOMAC-GREENOUGH COMMUNITY CENTER, a Montana nonprofit corporation, duly executed pursuant to the provisions of Section 35-2-209, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, MIKE COONEY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Amendment to the Certificate of Incorporation of POTOMAC-GREENOUGH COMMUNITY CENTER, a Montana nonprofit corporation, and attach hereto a copy of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this July 13, A.D. 1989.



(GREAT SEAL)

MIKE COONEY
Secretary of State

STATE OF MONTANA

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Potomac Greenough Community Center

SECRETARY OF STATE *10*

so adopted the following amendments to the articles of incorporation and a meeting Monday June 26, 1989.

PURPOSE CLAUSE: The corporation is organized exclusively for the charitable, educational, religious, or scientific purposes within the meaning of section 501(C)(3) of the IRS Code. This corporation shall promote and encourage recreational, social and educational activities and programs which will benefit persons through out the Potomac-Greenough area; enter into contracts or accept grants; will insure that funds made available to Potomac-Greenough Community are expended in keeping with the purpose for which they are awarded; will employ and supervise such personnel as may be required to manage and operate the Potomac-Greenough Community Center; and to exercise any power granted by law to non-profit corporations.

DISSOLUTION CLAUSE; Upon dissolution of the corporation, the Board of Trustees shall, after making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or 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 under section 501(C)(3) of the IRS Code of 1986 (or the corresponding provision of any future US IRS Law), as the Board of Trustees shall determine. Any such Assets not so disposed of by the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purpose.

A quorum of members was present at the June 26, 1989 meeting and the majority¹⁹ approved the ammendment of the articles of incorporation. 4

Bradley B. Hall
President

Elizabeth J. Mick
Secretary