

Office of the Secretary of State



OFFICE
STATE OF MONTANA

RESTATED CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Restated Articles of Incorporation of _____ HELENA INDIAN ALLIANCE _____ and Statement on Adoption thereon duly executed pursuant to the provisions of Section 15-2337 of the Revised Codes of Montana, have been received in my office and 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 Restated Certificate of Incorporation of _____ HELENA INDIAN ALLIANCE _____

and attach hereto a duplicate original of the Restated Articles of Incorporation and the Statement on Adoption thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 5th day of January, A.D. 1979.

Frank Murray
FRANK MURRAY
Secretary of State

Thomas Tucker
By: Thomas Tucker
Deputy



RESTATED
ARTICLES OF INCORPORATION
of
HELENA INDIAN ALLIANCE

STATE OF MONTANA
FILED
JAN 5 1979
FRANK MURRAY
SECRETARY OF STATE
By *Samuel M. Brown*
Deputy
120
6.1.

DRAFT RESTATED ARTICLES OF INCORPORATION

OF

HELENA INDIAN ALLIANCE

The undersigned, in order to form a nonprofit corporation under the Montana Nonprofit Corporation Act, Title 35, Chapter 2 of the MSA, hereby execute[s] the following restated Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is HELENA INDIAN ALLIANCE.

KNOW ALL MEN BY THESE PRESENCE: That under and by virtue of the provisions of Section 15-2337 of the R.C.M. 1947, and in pursuance of the purposes hereinafter set forth, we the undersigned do hereby associate ourselves together for the purpose of restating the Articles of Incorporation of the Helena Indian Alliance, a non-profit corporation, and to that end and in evidence thereof, under and by virtue of the provisions of Section 15-2301 to 15-2397 inclusive, R.C.M. 1947, and in pursuance of the purposes hereinafter set forth, we the undersigned do hereby certify these restated Articles of Incorporation do hereby supersede the theretofore existing Articles of Incorporation and amendments thereto, we further certify:

I.

The name of the corporation shall be: "HELENA INDIAN ALLIANCE."

II.

The purposes for which this corporation is organized are as

follows:

1. To establish, conduct and maintain in the City of Helena, Lewis and Clark County, Montana, an organization to be operated for charitable purposes to promote the cultural, social and economic welfare of Native Americans in the City of Helena, Lewis and Clark County, Montana.
2. To provide sponsorship to civic organizations in Helena, Montana whose main interest is in improving the cultural, social and economic conditions of Native Americans within the Helena area through charitable actions.

ARTICLE 3. PURPOSES

3.1 Purposes

The corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), including, without limitation,

1. To establish conduct and maintain in the City of Helena, Lewis and Clark County, Montana, an organization operated for charitable purposes to promote the cultural, health, social, and economic welfare of Native Americans in the City of Helena, Lewis and Clark County, Montana.
2. To provide sponsorship and support to civic organizations in Helena, Montana, whose main interest is in improving the cultural, health, social, and economic conditions of Native Americans within the Helena area for charitable purposes.

4. To act as trustees under any trust incidental to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trusts.

No proposed language

5. The corporation is organized for the purposes stated in paragraphs 1, 2, 3 and 4 and is a non-profit corporation. No part of the net earnings of the corporation 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 set forth in Article II., paragraphs 1, 2, 3 and 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

3.2 Limitations

3.2.1 Nonprofit Status

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any member of the Board of Directors or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of these Articles of Incorporation.

6. The principal place of business of the corporation and its registered office shall be in the City of Helena, County of Lewis and Clark, State of Montana, located at 436 North Jackson, Helena, Montana 59601. The name of the corporation's registered agent at the foregoing address is Trinka Michalson.

No proposed language

7. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, and social welfare purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3.2.2 Distributions; Dissolution

No Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code, or shall be distributed to the federal government or to a tribal, state or local government, for public purpose. Any assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

8. The names and addresses of the persons who are the present

Directors of the Board of the corporation are as follows:

No proposed language

The number of directors of the corporation is six

Trinka Michalson, President
210 Miller
Helena, Montana 59601

Roy George, Vice President
15 Placer Avenue
Helena, Montana 59601

Joy King, Secretary-Treasurer
114 Edwards
Helena, Montana 59601

Flora Running Crane
Box 362, Stewart Homes
Helena, Montana 59601

Carol Brian
1300 Aspen
Helena, Montana 59601

Betty Cooksey
556 Spencer
Helena, Montana 59601

9. This corporation shall exist in perpetuity.

ARTICLE 2. DURATION

The duration of the corporation shall be perpetual.

10. The number of Board of Directors shall be six (6)..

ARTICLE 4. DIRECTORS

4.1 Number

The number of Directors of the corporation shall be determined in the manner provided by the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided therein.

IN WITNESS WHEREOF, the undersigned officers of the Board of Directors has hereunto set their signatures to institute and certify these restated Articles of Incorporation this 3 day of January, 1979. *mb*

Trinka Michalson
Trinka Michalson, President

Roy George
Roy George, Vice President

Joy King
Joy King, Secretary-Treasurer

ARTICLE 8. AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

ARTICLE 9. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the corporation is 435 N Last Chance Gulch, Helena, Montana, and the name of its registered agent at the time these restated Articles of Incorporation were adopted is Keith B. Bailey.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Keith B. Bailey, hereby consent to serve as registered agent in the State of Montana for the following corporation: Helena Indian Alliance. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation, to forward all mail and license renewals to the appropriate officer(s) of the corporation, and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

STATE OF Montana ss.
County of Lewis & Clark

I, Leo G. Pecha, a Notary Public, hereby certify that on the 3 day of January, 1979 personally appeared before me *Trinka Michalson*, *Roy J. George*, *Joy King* who, being by me first duly sworn, declared that *they are* the officers of the reporting corporation, and that the statements therein are true.

Dated: _____

Keith B. Bailey
435 N. Last Chance Gulch
Helena, MT 59601

(NOTARIAL SEAL)

Leo G. Pecha
Notary Public for the State of Montana
Residing at Helena, Montana
My commission expires December 13, 1980

STATEMENT OF ADOPTION

Under and by virtue of the provisions of Section 15-2337, R.C.M. 1947, we the undersigned have hereby associated ourselves together for the purpose of adopting the restated Articles of Incorporation of the Helena Indian Alliance, and to that end and in evidence thereof, do hereby certify these restated Articles of Incorporation heretofore mentioned were duly adopted by an affirmative majority vote of the Board of Directors of the Helena Indian Alliance, at a regularly scheduled meeting on November 15, 1978. We further certify these restated articles do hereby supersede the theretofore existing Articles of Incorporation and amendments thereto and the heretofore have been restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as theretofore amended and have been duly adopted as required by law.

Trinka Michalson
Trinka Michalson, President
Roy George
Roy George, Vice President
Joy King
Joy King, Secretary-Treasurer

STATE OF Montana ss.

County of Lewis & Clark

I, Leo G. Pocha, a Notary Public, hereby certify that on the 3 day of January, 1979 personally appeared before me Trinka Michalson, Roy J. George & Joy King who, being by me first duly sworn, declared that they are the officers of the reporting corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Leo G. Pocha
Notary Public for the State of Montana
Residing at Helena, Montana
My commission expires December 12, 1980

STATEMENT OF ADOPTION

Under and by virtue of the provisions of the Montana Nonprofit Corporation Act, we the undersigned have hereby associated ourselves together for the purpose of adopting the restated Articles of Incorporation of the Helena Indian Alliance, and to that end and in evidence thereof, do hereby certify these restated Articles of Incorporation heretofore mentioned were duly adopted by an affirmative majority vote of the Board of Directors of the Helena Indian Alliance, at a regularly scheduled meeting on _____, 20____. We further certify these restated articles do hereby supercede the theretofore existing Articles of Incorporation and admendments thereto and the heretofore have been restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as theretofore amended and have been duly adopted as required by law.

President

Vice President

Secretary

Treasurer

STATE OF _____

County of _____

I, _____, a Notary Public, hereby certify that on the ____ day of _____, 20____, personally appeared before me _____ who, being by me first duly sworn, declared that they are the Officers of the reporting corporation, and that the statements therein contained are true.

(NOTARY SEAL)

Notary Public for the State of _____
Residing at _____
My comission expires _____

Additional Proposed Language

No similar language

3.2.3 Prohibited Activity

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Section 4958(c) of the Code.

(d) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 of these Articles of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

No similar language

ARTICLE 5. MEMBERS

The corporation may (but need not) have voting members, and such membership; if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE 6. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Montana Nonprofit Corporation Act or other provisions of the Montana Code Annotated permits the limitation or elimination of the liability of the Board of Directors, a Director of the corporation shall not be liable to the corporation or its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 6 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If any provision of the Montana Code Annotated is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted by the Montana Code Annotated, as so amended, without any requirement of further action by the corporation.

ARTICLE 7. INDEMNIFICATION

The corporation shall indemnify and hold harmless pursuant to its Bylaws, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the corporation or, while a Director or officer of the corporation, is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee, or agent of another corporation, or of a foundation, partnership, joint venture, limited liability company, trust, enterprise, or other nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by an indemnified person in connection with such action, suit, or proceeding.