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SECRETARY OF STATE

STATE OF MONTANA

BRAD JOHNSON



Montana State Capitol
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Helena, MT 59620-2801
(406)444-3665
<http://www.sos.mt.gov>

THE MONTANA COMMUNITY FOUNDATION
101 N LAST CHANCE GULCH STE 211
HELENA MT 59601

RE: MONTANA COMMUNITY
FOUNDATION, INC.
AMENDMENT
Filing Date: DECEMBER 17, 2007
Filing Number: D065588 - 814170

January 4, 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 cursive script that reads "Brad Johnson".

BRAD JOHNSON
Secretary of State

STATEMENT of AMENDMENT of
The RESTATED ARTICLES of INCORPORATION of
MONTANA COMMUNITY FOUNDATION, INC.

For the purpose of filing an amendment to the Restated Articles of Incorporation of the Montana Community Foundation, Inc. under the provisions of Section 35-2-210 of the Montana Nonprofit Corporation Act, the undersigned submit the following.

- 1) The name of the corporation is Montana Community Foundation, Inc.
- 2) The following amendment was adopted in the manner provided for by the Montana Nonprofit Corporation Act: The Corporation shall be without members.
- 3) The date of adoption of the amendment to the Restated Articles of Incorporation is October 27, 2006.
- 4) The amendment was adopted by a unanimous vote of the Board of Directors. There were no members entitled to vote on the adoption of the amendment.

Joan Bennett
Joan Bennett, Chair of the Board

October 27, 2006
Date

SECRETARY OF STATE

STATE OF MONTANA

RESTATED CERTIFICATE OF INCORPORATION

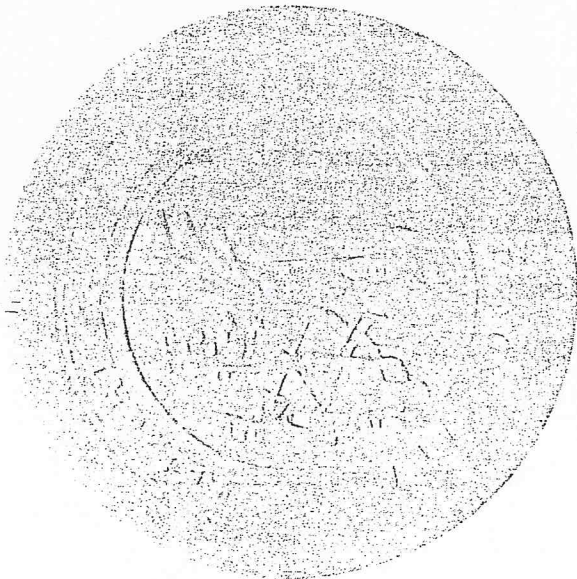
I, Verner L. Bertelsen, Secretary of State of the State of Montana, do hereby certify that the Restated Articles of Incorporation of **MONTANA COMMUNITY FOUNDATION, INC.**, a Montana nonprofit corporation, and Statement on Adoption thereon duly executed pursuant to the provisions of Section 35-2-210, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, Verner L. Bertelsen, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Restated Certificate of Incorporation to **MONTANA COMMUNITY FOUNDATION, INC.**, a Montana nonprofit corporation, and attach hereto a copy 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 May 11, A.D.
1988.

Verner L. Bertelsen

Verner L. Bertelsen
Secretary of State



STATEMENT RE RESTATEMENT OF
ARTICLES OF INCORPORATION OF
MONTANA COMMUNITY FOUNDATION, INC.

For the purpose of filing Restated Articles of Incorporation of the Montana Community Foundation, Inc., under the provisions of Section 35-2-210 of the Montana Nonprofit Corporation Act, the undersigned submit the following statement:

1. The name of the corporation is MONTANA COMMUNITY FOUNDATION, INC.

2. The date of adoption of the Restated Articles of Incorporation is May 10, 1988.

3. There were no members entitled to vote on the adoption of the Restated Articles of Incorporation.

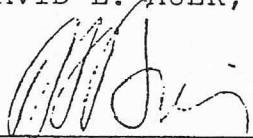
4. The Restated Articles of Incorporation were adopted at a duly-called meeting of the Board of Directors held on May 10, 1988, upon receiving an affirmative vote of a majority of the Directors in office.

5. The Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as theretofore and thereby amended, and have been duly adopted as required by law.

DATED this 10th day of May, 1988.



DAVID L. AUER, President



R. STEPHEN BROWNING, Secretary

RESTATED
ARTICLES OF INCORPORATION
OF

MONTANA COMMUNITY FOUNDATION, INC.

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SECRETARY OF STATE

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Section 35-2-210 of the Montana Nonprofit Corporation Act, supersede and take the place of the existing Articles of Incorporation and amendments thereto:

FIRST: The name of the corporation is MONTANA COMMUNITY FOUNDATION, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose of the corporation is to receive and accept property to be administered exclusively for charitable purposes, primarily in, or for the benefit of, the State of Montana and the surrounding region, including for such purposes:

(a) To administer for charitable purposes property donated to the corporation;

(b) To distribute property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these Articles, or in accordance with the determinations made by the Board of Directors pursuant to these Articles;

(c) To distribute property to qualified charitable organizations or for charitable purposes;

(d) To modify any restriction or condition on the distribution of funds for any specified charitable

purposes or to specified organizations if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, undesirable, incapable of fulfillment, or inconsistent with the charitable needs of the State of Montana and the surrounding region;

(e) To replace any participating trustee, custodian or agent for breach of fiduciary duty under the laws of the State of Montana; and

(f) To replace any participating trustee, custodian or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (within the meaning of Treasury Regulation Section 1.170A-9(e)(1)(v)(F)) over a reasonable period of time (as determined by the Board of Directors).

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 Article Third hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

It is intended that this corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1986. All terms and provisions of these Articles and the Bylaws of the corporation, and all operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

FIFTH: Upon the dissolution of the corporation, the Board of Directors 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 by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation under Section 509(a) of the Internal Revenue Code of 1986 as the Board of Directors shall determine.

SIXTH: For purposes of these Articles, "charitable purposes" includes educational, religious, scientific, public and other purposes, contributions for which are deductible under Section 170(c)(1) and (2)(B) of the Internal Revenue Code of 1986, and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of said Code. Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

SEVENTH: The corporation shall have members as provided in its bylaws.

EIGHTH: The address of the corporation's registered office at the time of adoption of these Restated Articles of Incorporation is 450 Hart Albin Building, Billings, Montana 59101. The name of its registered agent at such address is Ms. Sol Lovas.

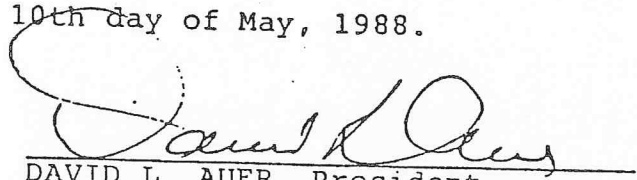
NINTH: The number of directors constituting the initial Board of Directors is four (4). The names and addresses of the persons who are to constitute the initial Board of Directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Mr. David L. Auer	1242 N. 28th Street Billings, MT 59101
Mr. R. Stephen Browning	28 N. Last Chance Gulch Helena, MT 59624
Mr. John C. Orth	P. O. Box 3809 Butte, MT 59702
Mr. Steven Studt	P. O. Box 5468 Great Falls, MT 59403


TENTH: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ms. Sol Lovas	450 Hart Albin Building Billings, MT 59101

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this 10th day of May, 1988.



DAVID L. AUER, President



R. STEPHEN BROWNING, Secretary

MONTANA COMMUNITY FOUNDATION, INC.

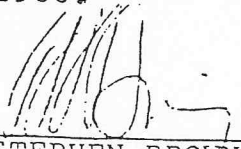
CERTIFICATE OF CORPORATE RESOLUTION

The undersigned duly-elected secretary of the Montana Community Foundation, Inc., hereby certifies that at the duly-called meeting of the Board of Directors of the Foundation held on May 10, 1988, at the War Bonnet Inn in Butte, Montana, the following resolution was duly adopted by a quorum of the Board of Directors:

RESOLVED, that the Board of Directors hereby commits itself to exercise in the best interests of the Montana Community Foundation the powers described in Treasury Regulations §1.170A-9(e)(11)(v)(B), (C), and (D), a copy of which is attached hereto; and

FURTHER RESOLVED, that the Board of Directors hereby commits itself to obtain information and to take other appropriate steps with a view to seeing that each participating trustee, custodian, or agent administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of the Montana Community Foundation in accordance with the provisions of Treasury Regulations §1.170A-9(e)(11)(v)(F), a copy of which is attached hereto.

DATED this 10 day of May, 1988.



R. STEPHEN BROWNING, Secretary