

ARTICLES OF INCORPORATION

OF

FLATHEAD COUNTY LIBRARY FOUNDATION, INC.

310266
STATE OF MONTANA
FILED

AUG - 4 1989

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SECRETARY OF STATE

Pursuant to Section 35-2-202, MCA, of the Montana Non-Profit Corporation Act, the undersigned corporation hereby adopts, in the manner prescribed by statute, the following Articles of Incorporation.

ARTICLE I

The name of the corporation is FLATHEAD COUNTY LIBRARY FOUNDATION, INC.

ARTICLE II

The corporation shall have perpetual existence unless otherwise dissolved by consent or by operation of law.

ARTICLE III

The purpose for which the corporation is formed is to receive, invest and disburse a fund or funds of real or personal property, or both, from gifts, donations, memorials, bequests, grants and other available sources; and to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for charitable, literary or educational purposes and, in particular, for the benefit, improvement and welfare of the Flathead County Library, Kalispell, Montana, and its patrons, by providing library materials and other items, materials or objects, including facilities, useful, helpful or

beneficial in the operation of a public library, all as would be acceptable to the Board of Trustees of the Flathead County Library.

Foundation funds shall not replace regular governmental funding of library services, but shall allow for enhancements and purchases not otherwise possible. This corporation is and shall be a non-profit corporation, located in Flathead County, Montana.

The corporation shall have such powers as may be necessary to carry out its above-stated purpose in addition to those permitted and provided by law.

This corporation shall not have or issue any shares of stock. No dividends shall be paid and no part of the income or profit of this corporation shall be distributed to its members, directors or officers, 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 charitable purposes of the corporation. This corporation is organized exclusively for educational purposes as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The corporation shall not carry on any other activities which are not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding

provision of any future amendments to the Internal Revenue Code. Upon dissolution of the corporation the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes of the corporation or such related purposes and in such manner or to such organization or organizations which are organized and operated exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code or any future amendments to the Internal Revenue Code, in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located for such purposes or related purposes or to such organization or organizations as the Court shall determine.

ARTICLE IV

The government of this corporation and the management of its affairs shall be vested in a Board of Directors. The number of Directors constituting the original Board of Directors is three (3), and the names and addresses of such initial Directors who are the incorporators of this corporation are as follows:

JANET DOWNEY, 344 Sixth Ave. E., Kalispell, Montana 59901
VERA JEAN HECKATHORN, P. O. Box 516, Whitefish, Montana 59937
PAT WENDT, 1325 KM Road, Whitefish, Montana 59937

The above-named Directors shall hold office until their respective successors are duly elected and installed.

The personal liability of the Directors of the corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director is hereby eliminated pursuant to Section 35-1-203(2)(a)(v).

Upon permanent organization of this corporation, the number of Directors shall be not less than three (3) to serve for such terms and to have such qualifications as provided in the by-laws of this corporation, and provided that the Chairman of said Board of Trustees shall be a Director.

ARTICLE V

The address of the corporation's initial registered office is Flathead County Library Foundation, 247 First Avenue East, Kalispell, Montana 59901. The name of its initial registered agent at such address is Georgia Lomax.

ARTICLE VI

The membership of this corporation shall consist of those persons as prescribed by the by-laws.

ARTICLE VII

The voting membership of the corporation who shall be entitled to vote at any general or special meeting shall consist of members of the Board of Directors.

The requirements for voting members of general or special meetings shall be specified in the by-laws.

ARTICLE VIII

The names and addresses of the incorporators of this corporation are as follows:

JANET DOWNEY, 344 Sixth Ave. E., Kalispell, Montana 59901
VERA JEAN HECKATHORN, P. O. Box 516, Whitefish, Montana 59937
PAT WENDT, 1325 KM Road, Whitefish, Montana 59937

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Incorporation this 29th day of June, 1989.

Janet Downey
Janet Downey

Vera Jean Heckathorn
Vera Jean Heckathorn

Pat Wendt
Pat Wendt

STATE OF MONTANA)
: ss.
County of Flathead)

On this 29th day of June, 1989, before me, the undersigned, a Notary Public for the State of Montana, personally appeared JANET DOWNEY, VERA JEAN HECKATHORN and PAT WENDT, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

(SEAL)

Camela A. Slat
Notary Public for the State of Montana
Residing at Kalispell, Montana
My commission expires: 8-1-90