



JEFFERSON COUNTY

Recorded 8/2/2024 At 9:05 AM

Ginger Kunz, Clerk and Recorder

By [Signature] Deputy

ARTICLES OF INCORPORATION
of
TRI-COUNTY FIRESAFE WORKING GROUP, INC.

ARTICLE I
NAME AND DESIGNATION

The name of the corporation shall be "Tri-County FireSafe Working Group, Inc."
The Corporation is designated as a nonprofit Public Benefit Corporation, as that term is defined in the Montana Nonprofit Corporation Act.

ARTICLE II
PURPOSE

The purpose of the Corporation shall be:

1. To preserve and enhance the area's natural and manmade resources through a collaborative effort by mobilizing both public and private sectors to make homes, businesses, properties, neighborhoods, communities, and the landscape more fire safe.
2. To address such issues as wildfire prevention, hazardous fuel mitigation, structure and infrastructure protection, emergency preparedness, and response and evacuation planning in the area including but not limited to Broadwater, Jefferson, and Lewis and Clark counties of Montana.
3. To engage in any other lawful activity.

ARTICLE III
POWERS

The Powers of the Corporation shall include, but are not limited to, the acceptance of contributions from the public or private persons, whether financial or in-kind contributions; administering funds for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to individuals and to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code; soliciting, receiving, holding, and expending funds or other property in such manner as the Board of Directors may determine to be appropriate to further the foregoing purposes; and exercising all other powers as an individual to do all things necessary or convenient to carry out its affairs. All corporate powers of the Corporation are exercised by or under the authority of the Board of Directors.

ARTICLE IV
PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it and to make payments and distributions in furtherance of the purposes set forth in Article II 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 and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by any organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V
PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE VI
MEMBERS

The Corporation may have members at the determination of the Board. The qualifications of members (if any), voting rights, the selection of directors, and all other matters pertaining to the governance of the Corporation shall be set forth in the Bylaws of said Corporation.

ARTICLE V
PROVISIONS FOR CORPORATION

The title to and ownership of all the corporate property and of all money and property given or distributed to it shall be vested in the Corporation and shall be managed by its Board of Directors for the purposes of the Corporation, and no individual shall have any right or interest in the property of this Corporation. No part of the new earnings of this Corporation shall inure to the benefit of any member, director, officer, or private person.

ARTICLE VI
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, 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 future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE

The name of the Corporation's initial registered agent is Paul Spengler and the address of the initial registered office is 221 Breckenridge Avenue, Helena, MT 59601.

ARTICLE VIII
INCORPORATORS AND AGENT FOR SERVICE OF PROCESS

The names and addresses of the incorporators of the Corporation are:

Paul Spengler: 221 Breckenridge Avenue, Helena, MT 59601
Doug Dodge: 225 Shady Lane, Clancy, MT 59634
Mike Koehnke: 44 Muddy Lane, Toston, MT 59643

The initial Service of Process agent for the Corporation is the Executive Director, Ray Prill, PO Box 934, Helena, MT 59624.

ARTICLE IX
BOARD OF DIRECTORS

The Corporation shall be governed by the Board of Directors pursuant to the Bylaws of the Corporation. The Board shall be selected in accordance with the Bylaws of the Corporation and the Board shall consist of not less than five Directors. If a vacancy on the Board of Directors is due to the removal, death, or resignation of an appointed Director, the Board shall fill the vacancy in accordance with the Bylaws.

A Director shall not be personally liable to the Corporation or members of the Corporation for breach of a Director's duties to the Corporation and its members except for:

- (a) a breach of the director's duty of loyalty to the Corporation or its members;
- (b) acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) a transaction from which a director derived an improper personal economic benefit;
- (d) liability imposed by any non-waivable provision of the Montana Nonprofit Corporation Act.

ARTICLE X
REMOVAL OF DIRECTORS

A Director elected by the Board of Directors may only be removed by a majority vote of the entire Board of Directors or by a judicial proceeding as provided by law.

ARTICLE XI
RESIGNATION OF DIRECTORS

A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary.

ARTICLE XII
OFFICERS

The Corporation shall have the Officers of President, Vice-President, Secretary, and Treasurer. Any person may hold two or more board offices, but no Board Officer may act in more than one capacity where action of two or more officers is required. The Board of Directors shall select the Officers of the Corporation according to the Bylaws.

ARTICLE XIII
AMENDMENT

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an affirmative vote of a majority of all Board members, provided that at least two weeks' notice has been given to all members of the Board of Directors of the character of the proposed amendment, or amendments, to be voted upon.

ARTICLE XIX
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be the date these articles are filed with the Montana Secretary of State.



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JEFFERSON COUNTY
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**ARTICLE XX
AMENDMENTS**

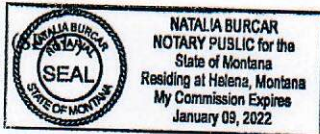
The Corporation may amend these articles in a manner authorized by law at the time of the amendments.

IN WITNESS WHEREOF, I have modified, subscribed, and acknowledge the changes made to these Articles of Incorporation on the 5 day of November, 2021.

Ray Prill, Executive Director of Tri-County
FireSafe Working Group, Inc. and Agent for
Service of Process

STATE OF MONTANA)
 :SS:
County of Lewis and Clark)

On this 5 day of November, 2021, before me, the undersigned, a Notary Public for the State of Montana, personally appeared Ray Prill, *Executive Director of Tri-County FireSafe Working Group, Inc. and Agent for Service of Process*, known to me to be the person whose name is subscribed to within the Articles of Incorporation as the Executive Director and Agent for Service of Process and acknowledged to me that he executed the same.



NOTARY PUBLIC FOR THE STATE OF MONTANA

Articles of Incorporation
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Restated Nov 2021