

The undersigned, acting as the incorporator of a corporation under Title 35, Chapter 2 (the Montana Nonprofit Corporation Act), of the Montana Code Annotated, adopts the following Articles of Incorporation:

ARTICLES OF INCORPORATION
OF
GROWING FRIENDS OF HELENA, INC.

Article 1 Name

The name of the corporation is Growing Friends of Helena, Inc.

Article 2 Duration

The period of duration of the corporation is perpetual.

Article 3 Purpose

A. The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

B. The specific purpose of the corporation is to have healthy, diverse, beautiful, and productive trees, shrubs, and other vegetation in and around Helena, Montana.

Article 4 Nonprofit Nature

A. The corporation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, scientific, and educational purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

B. Upon dissolution of the corporation, any assets remaining after provision has

been made for paying the corporation's liabilities shall be distributed only to one or more organizations which are exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

C. The corporation shall not: 1) carry on any activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code, to which contributions are deductible under Section 170 of the Code; 2) participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; or 3) carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for exemption under Section 501(c)(3) of the Internal Revenue Code.

Article 5 Board of Directors

A. The corporation shall be governed by a Board of Directors. Directors may be removed from office, for cause, by a twothirds vote of the Board of Directors.

B. The members of the initial Board of Directors, who shall serve until their successors are elected, are:

Carolyn Adams, 1029 State Street, Helena, Montana 59601

Dale Harris, 732 South Rodney, Helena, Montana 59601

Michael Hiel, 130 South Howie, Helena, Montana 59601

Article 6 Members

The corporation shall have members. The classes and rights of members shall be established by the Board of Directors.

Article 7 Registered Agent and Office

The initial registered agent and office of the corporation shall be: Nancy McLane, 621 Third Street, Helena, Montana 59601.

Article 8 Amendments

These Articles may be amended by a twothirds vote of the Board of Directors.

In witness whereof, I have signed this document on April 16, 1990.

Charles Wood

Address

City