

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION
FRIENDS OF GRANT CREEK, INC.**

**Montana Secretary of State
Business Services
P.O. Box 202801
Helena, MT 59620-2801**

These First Amended and Restated Articles of Incorporation were adopted by a vote of a majority of members attending a general membership meeting called by the President and occurring on the ____ day of November, 2021. These Articles completely replace the previous Articles.

- Article I. The name of the corporation is Friends of Grant Creek, Inc. (FOGC).
- Article II. This is a public benefit corporation. The period of duration of the corporation is perpetual.
- Article III. This is a membership corporation. The qualifications for membership are: (1) a person must either have their principal residence in the Grant Creek valley or own real property in the Grant Creek valley, and (2) the person shall pay dues if dues are established and required by the Board of Directors. The Grant Creek valley is defined as the land within the natural drainage of Grant Creek north of Interstate 90 in Missoula County, Montana.
- Article IV. The purpose of the organization is stated as follows: The Friends of Grant Creek (FOGC) works to advance and protect natural values, safety, quality of life and outdoor traditions in the Grant Creek valley.
- Article V. The corporation shall be governed and its affairs shall be managed by a Board of Directors consisting of five to fifteen members, with staggered terms of three years each. The composition of the Board of Directors shall be as set forth in the by-laws of the corporation. Directors shall be elected as set forth in the by-laws. Cumulative voting is not authorized. Removal of directors shall be as provided by statute. Vacancies caused by removal or resignation shall be filled by the Board; appointed members of the Board shall serve the unexpired term of the person who is replaced.
- Article VI. Officers shall be appointed by the Board of Directors as provided by the by-laws. The Board may appoint an executive committee or other committees.
- Article VII. Friends of Grant Creek, Inc., is empowered to secure grants from government

agencies and other organizations in furtherance of the purposes just stated, and to accept donations of money and property and to make conveyances of donated and acquired money and property to public entities as needed to accomplish the purposes stated.

Article VIII. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth herein.

Article IX. Upon the dissolution of the corporation, assets shall be distributed for one or more tax-exempt purposes to a state or local government, or qualified non-profit corporation, for a public purpose.

Article X. The corporation shall not issue any capital stock.

Article XI. The corporation shall have all of the powers enumerated in MCA 35-2-118, and as hereafter amended.

Article XII. Any contract or other transaction between the corporation and any one or more of its directors or any firm, corporation or association in which any one or more of its directors is interested shall be valid for all purposes, notwithstanding his or their participation in such action, if such interest shall have been disclosed or shall be known to those present at the meeting, and the Board of Directors shall authorize or approve or ratify the same by a vote of the majority of a quorum. Those interested may be counted in determining whether a quorum is present but may not vote on the question. This paragraph shall not be construed to invalidate any contract or transaction which would otherwise be valid under the common law or statutory law applicable thereto.

Article XIII. The members may, upon recommendation of the Board of Directors, amend, alter, or repeal these Articles of Incorporation by a two-thirds vote at any meeting of the members, after ten days' notice of the proposed amendment(s) is provided to the members by the Board of Directors.

Article XIV. The street address of the corporation's initial registered office and the name of its initial registered agent at that office are:

Kim E. Birck
9280 Keegan Trail
Missoula MT 59808

Article XVII. The initial (current) Directors are:

Albert W.	Lindler	blindler@montana.com	2523 Klondike Court
Kim E.	Birck	kbirck@aol.com	9280 Keegan Trail
John	Langstaff	langstaffworldhq@gmail.com	10800 Grant Creek Rd
Wendell	Beardsley	wendellbeardsley@gmail.com	600 Colorado Gulch Rd
Kevin R.	Davis	kevin@bigskycommerce.com	9305 Springfield Close
Andrea	Felton	asari.felton@gmail.com	5425 Prospect Drive
Erin M.	Nuzzo	erinnuzzo@gmail.com	2800 Highcliff Court #5
R. T.	Cox	birder1@bresnan.net	2601 Old Quarry Road
Dodie	Moquin	dodiem5@hotmail.com	10410 Grant Creek Road

Article XVIII. Officers and Directors shall be indemnified by the corporation to the fullest extent permitted by statute.

I certify on this ___ day of November, 2021, that the foregoing is a true and complete statement of the First Amended and Restated Articles of Incorporation, and that the same were adopted by a vote of a majority of the members of the corporation attending a membership meeting called by the Board of Directors on the ____ day of November, 2021, after proper notice.

Signed: _____
Kim E. Birck, Secretary
Friends of Grant Creek