

ARTICLES OF INCORPORATION
OF
MISSOULA FIGURE SKATING CLUB, INC.

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Pursuant to the provisions of MCA Sec 35-2-113 et.seq. the undersigned corporation hereby adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be "MISSOULA FIGURE SKATING CLUB, INC."

ARTICLE II.

The address of the registered office of the corporation is P.O. Box 9195, Missoula, Montana, 59807, located in Missoula County, Montana. The name of the registered agent at such address at the time of the adoption of these Articles of Incorporation is Jilayne Dunn.

ARTICLE III.

The existence of this corporation shall be perpetual.

ARTICLE IV.

This corporation is formed, organized and operated exclusively for pleasure, recreation, and other nonprofitable objects and purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954 and the corresponding provisions of any future United States Internal Revenue law. This corporation is formed for public benefit and does not contemplate pecuniary gains or profits or the distribution of pecuniary gains, profits or dividends to the members thereof. The specific purposes for which this corporation is organized are:

(a) To promote and develop, create and maintain the sport of ice skating, figure skating and winter sports;

(b) To cultivate friendship and sociability among its members and to promote the welfare, health and happiness of said members and interested persons by the promotion and encouragement of ice skating, figure skating and other winter sports;

(c) To cooperate, participate and compete with other organizations having similar purposes as this corporation; and

(d) To do all and further acts which are consistent with the rules and regulations of the United States Figure Skating Association so that this corporation and the members thereof shall be eligible to participate in the various activities, programs and competitions conducted, sponsored, sanctioned and participated in and otherwise recognized and approved by the United States Figure Skating Association.

ARTICLE V.

In general, this corporation shall have the power, directly or indirectly and alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations, particularly the United States Figure Skating Association, whose activities are such as to accomplish, foster and attain any of such purposes.

As a means of accomplishing the purposes of this corporation, this corporation shall have and exercise all rights and powers now or hereafter granted nonprofit corporations by the State of Montana, including the powers enumerated in the Montana Nonprofit Corporation Act, and to do each and every thing suitable or proper for the accomplishment of any of the powers so granted a nonprofit corporation, and to have and exercise all powers necessary or convenient to effect any and all of the purposes herein enumerated, or which shall appear conducive or expedient for the protection or benefit of the corporation.

Notwithstanding any provision of these articles to the contrary, this corporation shall not conduct or carry on any activities, nor exercise any powers, or rights, which are not permitted to be conducted, carried on or exercised by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, and its regulations and the corresponding provisions of any future United States Internal Revenue law and its regulations.

ARTICLE VI.

All of the funds and assets of the corporation, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the pleasure, recreational and other non-profitable objects and purposes set forth in these Articles. No member, trustee, director, officer or employee of the corporation or any other person shall receive or be entitled to receive, under any circumstances, any part of the net earnings of the corporation or any

pecuniary profit from the operation thereof, except as reasonable compensation for services rendered in effecting one or more of the purposes of the corporation. Upon dissolution of the corporation or any partial or entire liquidation of its property and assets, none of such property and assets shall be distributed to any member, trustee or officer of the corporation or to any other individual, but all its remaining assets and property of every nature and description shall, at the discretion of the Board of Directors, be paid over and transferred (a) to the City of Missoula, Montana, for pleasure, recreation, and other nonprofit uses and not for the profit of any person, or (b) to any other corporation, organization or entity having the same or similar specific purposes as this corporation and which is exempt under Section 501(c)(4) of the Internal Revenue Code of 1954.

ARTICLE VII.

Membership in this corporation shall be open to all natural persons irrespective of race, creed, color, national origin, age and sex. Any and all such persons shall be admitted to membership in this corporation by complying with the conditions prescribed from time to time by the Bylaws of the corporation. The Bylaws of the corporation may establish classes of members and the qualification, dues and voting rights of such classes of members. The duration of membership in the corporation, the termination of such membership, and the suspension, expulsion and loss of membership of any member shall be as provided from time to time in the Bylaws of the corporation.

ARTICLE VIII.

The affairs of this corporation shall be managed by its Board of Directors. The number of directors shall be fixed in the Bylaws, except that there shall not be fewer than five (5) directors. A change in the number of directors shall be made only by amendment to the Bylaws.

ARTICLE IX.

The Bylaws of this corporation shall be adopted as prescribed by law by the Board of Directors of this corporation and may thereafter be altered, amended or repealed by new Bylaws added, by any method prescribed by such Bylaws or by law of the State of Montana, provided that no Bylaw shall be in contravention of the Articles of Incorporation and further provided that the power to amend any part of these Articles of Incorporation so as to effect the distribution of pecuniary gains or profits or dividends to any member, whether prior to or following a dissolution of the corporation, is expressly restricted, prohibited and forbidden.

ARTICLE X.

Any director who shall absent themselves from three (3) consecutive regular meetings of the Board of Directors, without obtaining previous permission from the President or

Secretary of the Board of Directors, or presenting a satisfactory excuse to the Board of Directors at the next regular meeting of the Board of Directors, shall, at the discretion of the Board of Directors, cease to hold office.

ARTICLE XI.

The private property of the members of this Corporation shall not be liable for its corporate debt.

ARTICLE XII.

It is the intent of these Articles to qualify for an exemption from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1954 and to allow members to deduct their contributions under section 170(c)(2) of the Internal Revenue Code.

ARTICLE XIII.

The name and address, including street and number of the incorporator of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jilayne Dunn	515 E Pine Street #1, Missoula, Montana, 59802

The powers of the incorporator of the Corporation shall terminate upon filing of the Certificate of Incorporation.

THE UNDERSIGNED, being the incorporator herein before named, for the purposes of forming a corporation pursuant to the Corporation statutes of the State of Montana, makes the Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set their hand this _____ day of December, 1997.

Jilayne Dunn