

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, for the purposes of forming a non-profit corporation pursuant to the provision of the Montana Nonprofit Corporation Act, Chapter 23 of Title 15, revised Codes of Montana, 1947, do hereby certify and declare as follows:

ARTICLE I

The name of the corporation is: BUTTE AMERICA FOUNDATION, also known as BAmF.

ARTICLE II

The period of the corporation's duration shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed are to receive and maintain 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 to educate the public by providing information and tools to uphold the tenets of social justice. BAmF is a center point for information about Butte, Montana, particularly its mining, industrial and cultural history. The Butte America Foundation promotes the interests of workers and underserved populations through education and community outreach.

ARTICLE IV

The incorporators elect to set forth the following additional provisions for the regulations of the internal affairs of the corporation:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers 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 in ARTICLE III 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or, (2) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

B. The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which

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it operates and has not been formed for pecuniary profit or financial gain; and no part of the assets, income or profit of the corporation is distributable to or inures to the benefit of its incorporators, directors, trustees, members, officers or other private persons, except to the extent permitted under the Montana Nonprofit Corporation Act.

C. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE V

The address of the corporation's initial registered office is 1117 North Emmet, Butte, Montana 59701. The name of its initial, registered agent at such is Amanda Curtis.

ARTICLE VI

The number of Directors constituting the original Board of Directors of this Corporation is six (6); and the names and addresses of such initial Directors, who are the incorporators of this corporation, are as follows:

Matt Boyle
Jess Burnett
Amanda Curtis
Regan deVictoria
Ann Szalda-Petree
Ben Weiss

who shall hold office until their respective successors are duly elected and installed.

Upon permanent organization of this corporation, the number of Directors shall be not less than five (5) nor more than thirteen (13) to serve for such terms and to have such qualifications as provided in the bylaws of this corporation.

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ARTICLE VII

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

Amanda Curtis, President
Regan deVictoria, Vice President
Ann Szalda-Petree, Treasurer
Matt Boyle, Director
Jess Burnett, Director
Ben Weiss, Director

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Incorporation this 10th day of December, 2013.

Amanda Curtis
1117 North Emmet
Butte, Montana 59701

Regan deVictoria
616 North Alaska
Butte, Montana 59701

Ann Szalda-Petree
306 Westview Drive
Missoula, Montana 59803

Matt Boyle
1028 West Park
Butte, Montana 59701

Jess Burnett
1738 Elm Street
Butte, Montana 59701

Ben Weiss
700 Palmer Street
Missoula, MT 59802