

**ARTICLES OF INCORPORATION**  
**OF**  
**HELENA MUSIC TEACHERS FOUNDATION**

Pursuant to the Montana Nonprofit Corporation Act, the undersigned, of legal age, adopts the following Articles of Incorporation.

1. **Name.** The name of the Corporation is Helena Music Teachers Foundation.
2. **Duration.** The period of its duration is perpetual.
3. **Members.** The Corporation will have one member, Helena Music Teachers Association, Inc. of Helena, Montana, a Montana nonprofit public benefit corporation. The Member shall have those rights set forth in the Corporation's Bylaws.
4. **Public Benefit.** The Corporation is a Public Benefit Corporation.
5. **Purposes.** The Corporation is organized and shall be operated not for profit but exclusively for the promotion of the public interest by means of supporting charitable, educational, scientific, and literary activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The Corporation shall have and exercise all rights and powers conferred on non-profit organizations under Section 35-2-118 of the Montana Nonprofit Corporation Act; *provided*, however, that the Corporation shall not engage in

any activities or exercise any powers that are not in furtherance of the stated purposes of the Corporation.

6. **Directors.** The Corporation will be governed by a Board of Directors who shall be elected in the manner provided in the Bylaws.

7. **Registered Agent and Office.** The address of the initial registered office of the corporation is 1635 Gold Rush Ave., Helena, MT 59601. The name of the corporation's initial registered agent is Bart Campbell.

8. **Restricted Activities.** No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

9. **Prohibited Activities.** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

10. **Prohibited Distributions.** No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Section 5.

11. **Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to one or more domestic corporations, societies or organizations which have qualified for non-profit and tax-exempt status under Section 501(c)(3) or 501(c)(6) of the Code, as amended, which operates for purposes substantially similar to those of Immanuel Lutheran Corporation of Kalispell, Montana. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations organized and operated for such purposes as the Court shall determine.

12. **No Personal Liability.** There shall be no personal liability of any director to the Corporation for monetary damages for breach of a director's duties to the Corporation, provided that this limitation shall not apply to a breach of the director's duty of loyalty to the Corporation, for acts or omissions not in good faith or involving intentional misconduct or knowing violation

of the law, for transactions from which the director derives an improper personal economic benefits, or as otherwise limited in Section 35-2-213(2)(e), MCA, or its successor.