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STATE OF MONTANA
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OCT 18 1991
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SECRETARY OF STATE
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RESTATED ARTICLES OF INCORPORATION
OF
HIGH PLAINS DEVELOPMENT AUTHORITY, INC.

Pursuant to Section 35-2-210 of the Montana Code Annotated, High Plains Development Authority, Inc., a Montana non-profit corporation established pursuant to the Montana Nonprofit Corporation Act, MCA §§35-2-101 et seq., does hereby adopt the following Restated Articles of Incorporation, which shall supersede the heretofore existing articles of incorporation and amendments thereto.

ARTICLE I.

The name of this corporation shall be:

HIGH PLAINS DEVELOPMENT AUTHORITY, INC.

ARTICLE II.

The corporation is a public benefit corporation.

ARTICLE III.

The period of existence of this corporation shall be perpetual.

ARTICLE IV.

This corporation is organized as a non-profit corporation under Title 35, Chapter 2, Montana Code Annotated, exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The objectives of the corporation are the improvement of the Great Falls area region (commonly called the Golden Triangle) through the

relief of conditions of poverty, dependency, unemployment and underemployment in and around the community of Great Falls, Montana, including the Native American communities located in and around Great Falls, Montana, through the creation of employment opportunities for such persons. The corporation shall operate in cooperation and in coordination with local governmental agencies and civic bodies in furtherance of its goal of community improvement by undertaking efforts to retain and expand existing businesses and to attract new businesses to the Great Falls community. To that end, the corporation shall have the authority:

1. To seek to create employment opportunities for the unemployed, underemployed, disadvantaged, low-income and minority groups (particularly Native Americans) through both the retention and expansion of existing businesses and the attraction of new businesses to the Great Falls, Montana community;
2. To encourage and assist in the expansion of existing businesses and in the attraction of new businesses to the Great Falls area through the collection, maintenance and distribution of information and data regarding the Great Falls area;
3. To promote a healthy and positive business climate in the Great Falls community;
4. To revitalize deteriorating communities and locales in Great Falls community, with the goal of creating employment opportunities for the unemployed, underemployed, low-income and disadvantaged;

5. To promote the social welfare of unemployed, underemployed, low-income, minority and disadvantaged persons residing in the Great Falls community; and
6. To have and exercise all powers necessary or convenient to effect any or all of its purposes, and, except to the extent otherwise limited herein, to have and exercise all powers granted nonprofit corporations by the laws of the State of Montana.

ARTICLE V.

Upon the winding up and dissolution of the corporation, after adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed as determined by the Board of Directors to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the City of Great Falls or Cascade County for the purpose of carrying out the purposes and goals of the corporation.

ARTICLE VI.

At the time of adoption of these Restated Articles of Incorporation, the address of the registered office of this corporation is #2 Railroad Square, Great Falls, Montana 59401, and the name of its registered agent is Janet L. Seagrave.

ARTICLE VII.

No part of the income, profits, or net earnings of the

corporation shall inure to the benefit of, or be distributable to, its directors or 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 IV hereof. The corporation shall not intervene in or participate in 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 activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII.

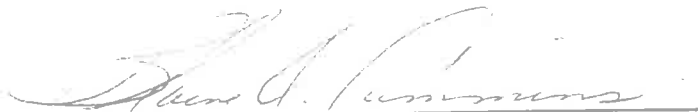
The corporation shall have no members.

IN WITNESS WHEREOF, I have executed these Restated Articles of Incorporation this 27th day of August, 1991.



Janet L. Seagrave, President

ATTEST:



Blaine Cummins, Secretary

CERTIFICATION

The undersigned, being President of High Plains Development Authority, Inc., a Montana non-profit corporation, certifies as follows:

1. The name of the corporation is HIGH PLAINS DEVELOPMENT AUTHORITY, INC.

2. There are no members of the corporation.


3. The foregoing Restated Articles of Incorporation were adopted on the 27th day of August, 1991 at a meeting of the board of directors by the affirmative vote of a majority of the directors in office.

4. The foregoing Restated Articles of Incorporation correctly set forth the provisions of the articles of incorporation as theretofore amended and they have been duly adopted as required by law.

Dated this 27th day of August, 1991.


Janet L. Seagrave, President

ATTEST:


Blaine Cummins, Secretary

SECRETARY OF STATE


STATE OF MONTANA

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION

I, **MIKE COONEY**, Secretary of State of the State of Montana, do hereby certify that the Articles of Amendment to the Articles of Incorporation of **GOLDEN TRIANGLE DEVELOPMENT AUTHORITY, INC.**, a Montana nonprofit corporation, duly executed pursuant to the provisions of Section 35-2-209, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, **MIKE COONEY**, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Amendment to the Certificate of Incorporation of **GOLDEN TRIANGLE DEVELOPMENT AUTHORITY, INC.** changing its name to **HIGH PLAINS DEVELOPMENT AUTHORITY, INC.**, a Montana nonprofit corporation, and attach hereto a copy of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this November 9, A.D. 1990.



Mike Cooney
MIKE COONEY
Secretary of State