

**ARTICLES OF INCORPORATION
OF
HELENA VIGILANTE RUNNERS, INC.**

Helena Vigilante Runners, Inc. is incorporated in accordance with the provisions of the nonprofit corporation statutes of the State of Montana.

1. **Name.** The name of the corporation is Helena Vigilante Runners, Inc.
2. **Duration.** The corporation's period of duration shall be perpetual.
3. **Directors.** The corporation will be governed by at least three Board of Directors and, not more than fifteen, who shall be appointed in the manner provided by the corporation's Bylaws. The initial Board of directors shall be:
Michele Bazzanella, 206 S. Dakota, Helena, MT 59601
Steve Engebrecht, 1030 Wilder Ave., Helena, MT 59601
Mike Fanning, 1231 Stuart, Helena, MT 59601
Marta Fisher, 418 5th Ave., Helena, MT 59601
Lori Heit, 5379 Treasure Canyon Dr., Helena, MT 59602
Mike Jacobson, 2011 Chimney Rock Rd., Unionville, MT 59601
Thomas Jodoin, 500 E. Broadway, Helena, MT 59601
Patrick Judge, 1802 Lockey Ave., Helena, MT 59601
Ann Seifert, 669 N. Rodney, Helena, MT 59601
Sarah Slanger, 383 Springfield Dr., Helena, MT 59602
Sean Slanger, 383 Springfield Dr., Helena, MT 59602
Scott Story, 555 N. Beattie, Helena, MT 59601
Jeff Thomas, 1300 Leslie Ave., Helena, MT 59601
Brian Wieck, 1815 Knight St., Helena, MT 59601
Alan Wintersteen, 816 Logan St., Helena, MT 59601
4. **Members.** The corporation shall have no members.
5. **Public Benefit.** The corporation is a Public Benefit corporation.
6. **Incorporator.** The corporation's initial incorporator is Steve Engebrecht who resides at 1030 Wilder Ave., Helena, MT 59601.
7. **Purposes.** The corporation is organized and shall be operated as a not for profit corporation exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purposes for which the corporation is organized are as follows: to promote health, fitness, and community through group training runs, races, and social events in the greater Helena area, and to educate the public about the health benefits of running. The corporation may engage in any and all lawful acts and enter into any and all lawful agreements that may be necessary, useful, suitable, or

proper for the furtherance of its charitable purposes or programs, so long as these programs are permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation shall have and exercise all rights and powers conferred on non-profit corporations under Section 35-2-118 of the Montana Non-Profit Corporation Act, *provided*, however, that the corporation shall not engage in any activities or exercise any powers that are not in furtherance of charitable and educational purposes as that term is defined under the regulations for Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

8. **Registered Agent and Office.** The address of the corporation's registered office at the time of the adoption of these Articles of Incorporation is: 1030 Wilder Ave., Helena, MT 59601. The name of the registered agent at such address as of the time of the adoption of these Articles of Incorporation is Steve Engebrecht who resides at 1030 Wilder Ave., Helena, MT 59601.
9. **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.
10. **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), 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 Internal Revenue Code, or any corresponding section of any future federal tax code.
11. **Prohibited Distributions.** No part of the net earnings, properties or assets of the 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.
12. **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 exclusively for the purposes of the corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. 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 the purposes or to the organization or organizations organized and operated for the purposes as the Court shall determine.
13. **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 a knowing violation of the law, for transactions from which the Director derives an improper personal economic benefit, or as otherwise limited in Section 35-2-213(2)(e) of the Montana Non-Profit Corporation Act or its successor.

DATED this 19th day of January, 2009.

Incorporator

Steve Engebrecht, Incorporator

Date

Board of Directors

Steve Engebrecht, President

Date

Patrick Judge, Vice President

Date

Lori Heit, Secretary

Date

Michele Bazzanella, Treasurer

Date

Mike Fanning, Board Member

Date

Marta Fisher, Board Member

Date

Mike Jacobson, Board Member

Date

Thomas Jodoin, Board Member

Date

Ann Seifert, Board Member

Date

Sarah Slanger, Board Member

Date

Sean Slanger, Board Member

Date

Scott Story, Board Member

Date

Jeff Thomas, Board Member

Date

Brian Wieck, Board Member

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Alan Wintersteen, Board Member

Date