

# ARTICLES OF INCORPORATION

OF

## PUBLIC LAND/WATER ACCESS ASSOCIATION, INC.

Amended 2/12/2008

In compliance with the Montana Non-Profit Corporation Act, the undersigned, being a natural person of lawful age, has executed the following "Articles of Incorporation" in duplicate for the purpose of forming a corporation and does hereby certify:

**ARTICLE I. NAME:** The name of this corporation is the PUBLIC LAND/WATER ACCESS ASSOCIATION, INC., hereinafter called the "corporation".

**ARTICLE II. ORGANIZATION AND PURPOSES:** The Corporation is a public benefit corporation and does not contemplate pecuniary gain or profit to the members thereof and no part of the income or profit of the corporation shall be distributable to its members, directors or officers. This corporation is organized under the Montana Non-Profit Corporation Act for all lawful purposes consistent with the following specified purposes:

1. To promote the restoration, maintenance, and perpetuation of public access to the boundaries, both internal and external, of federal and state public lands and waters in Montana; and
2. To promote and support public use of public lands and waters.

This corporation is organized exclusively as a charitable corporation within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE III. POWERS:** This Corporation shall have all powers provided for under the Montana Non-Profit Corporation Act. Its duration shall be perpetual.

**ARTICLE IV. REGISTERED OFFICE AND AGENT:** The address of the registered office is:

Public Land/Water Access Association, Inc.  
P. O. Box 80987  
Billings, Montana 59108

The name of the registered agent at such address is:

John Gibson

**ARTICLE V. BOARD OF DIRECTORS:** The affairs of the corporation shall be managed by a board of nine (9) directors which shall include as officers of the corporation, the President and Vice-President. The names and address of the persons who are to serve as directors until the first annual meeting of members, or until their successors are elected and qualified, are:

Lewis E. Hawkes  
16 Cloninger Lane

William A. Fairhurst  
Box 247

Bozeman, MT 59715

Perry H. Nelson  
4371 Sourdough Road  
Bozeman, MT 59715

Bob Garner  
916 South Willson  
Bozeman, MT 59715

Robert Olson  
Route 62, Box 3031  
Livingston, MT 59047

Richard F. Creed  
1821 Bridger Drive  
Bozeman, MT 59715

Three Forks, MT 59752

Mark A. Simonich  
Box 205  
Livingston, MT 59047

Sandy Buchaklian  
108 South F  
Livingston, MT 59047

J. L. Lawellin  
Box 637  
Livingston, MT 59047

**ARTICLE VI. NUMBER AND ELECTION OF DIRECTORS:** There shall be nine (9) directors of this corporation, which shall include, as officers of the corporation, the President and Vice-President. If chapters are established by the Bylaws or Resolution of the Board of Directors, each chapter shall be entitled to a directorship seat on the Board as one of the nine (9) available seats. The number of directors may be fixed or changed from time to time only by amendment of these Articles of Incorporation.

Directors shall be elected from a slate of candidates proposed by the Board and submitted to the members, together with such additional nominations as may be offered by the members from the floor. Each member shall be entitled to cast one (1) vote for each directorship position to be filled, which votes shall not be cumulated. The terms to be served by the directors shall be provided for in the Bylaws.

**ARTICLE VII. VACANCIES AND REMOVALS:** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors.

A director may be removed from office for the same reasons and in the same manner as a member.

**ARTICLE VIII. QUORUM OF DIRECTORS:** A majority of the number of directors, including either the President or Vice-President, shall constitute a quorum for the transaction of business by the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by these Articles or unless the act of a greater number is required by law, these Articles or the Bylaws.

**ARTICLE IX. OFFICERS:** The officers of this corporation shall consist of a President, one (1) or more Vice-Presidents, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary, each of whom shall be



elected or appointed at such time and in such manner and for such terms, not exceeding three (3) years, as may be prescribed either by these Articles or by the Bylaws.

The President and Vice-President(s) shall be voting members of the Board of Directors. Such offices shall be filled by the Board of Directors electing one of its members to serve in each position. Each member of the Board shall be entitled to cast one (1) vote for each office to be filled, which votes shall not be cumulated.

The offices of Secretary, Treasurer, and such other offices as may be created from time to time by the Directors shall be filled by appointment by the Board of Directors. Vacancies occurring in any of the offices shall be filled and removals performed only in accordance with the provisions of these Articles governing vacancies and removal of members of the Board of Directors.

**ARTICLE X. MEMBERS:** This corporation shall have as many classes of membership as may be specified by the Bylaws or by resolution duly adopted by the Board of Directors. Membership in this corporation shall be open only to those persons who in good conscience agree with the purposes and objectives of this corporation.

**ARTICLE XI. MEMBERSHIP REMOVAL AND RESIGNATION:** Any member of this corporation may be removed or expelled from membership by a majority vote of the Board of Directors after finding a lack of sympathy with, or overt acts contrary to, the purposes and objectives of the corporation; provided, however, that no member shall be removed or expelled until furnished a written statement of reasons for proposed removal or expulsion and the opportunity for an informal hearing before the Board of Directors to rebut the stated grounds for removal or expulsion.

Any member may resign by filing a written resignation with the Secretary.

Membership in this corporation is neither transferable nor assignable.

**ARTICLE XII. QUORUM OF MEMBERS:** Members in good standing holding current certificates of membership in this corporation who are present at a meeting held pursuant to proper notice shall constitute a quorum for the transaction of business by the membership. The act of the majority of such members present at a meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by law, these Articles of Incorporation, or the Bylaws.

**ARTICLE XIII. VOTING RIGHTS OF MEMBERS:** Members shall be entitled to vote concerning proposed Amendments to this corporation's Bylaws and for the election of Directors. Members shall not be entitled to vote by proxy.

Members shall have no other voting rights, except with respect to such matters as the Board of Directors may from time to time submit to the membership for their vote. Any matter which a member wishes to bring before the membership for a vote shall first be submitted to the Board of Directors for submission to the membership and the decision of the Board with respect to such submission shall be final.

**ARTICLE XIV. CHAPTERS/SUBCHAPTERS:** Members of this corporation may be grouped into as many chapters and/or subchapters as may be specified by the Bylaws or by resolution duly adopted by the Board of Directors.

**ARTICLE XV. AMENDMENT OF ARTICLES:** These Articles may be amended by a two-thirds (2/3rds) vote of a quorum of Directors present at any duly called meeting of the Board; provided, however, that written notice setting forth the proposed amendment, or a summary of the changes to be affected thereby, shall be given to each

Director at least fifteen (15) days in advance of the meeting at which such amendment is to be offered for adoption.

**ARTICLE XVI. MERGER OR CONSOLIDATION:** Any plan of merger or consolidation must be adopted by at least two-thirds (2/3rds) vote of the Board of Directors, who shall be the sole members of this corporation entitled to vote thereon.

**ARTICLE XVII. DISSOLUTION:** This Corporation may be dissolved only upon a two-thirds (2/3rds) vote of a quorum of the Board of Directors present at a meeting specially called for that purpose. After paying all liabilities and obligations of the corporation and returning those assets, if any, held upon condition requiring return, the balance of the assets, if any, shall be distributed to non-profit group(s) organized under Section 501 (c) (3) of the Internal Revenue Code for the purpose, or active in the protection of fish and wildlife habitat.

**ARTICLE XVIII. INCORPORATOR:** The name and address of the incorporator of this corporation is:

Lewis E. Hawkes  
16 Cloninger Lane  
Bozeman, Montana 59715

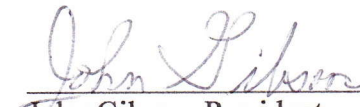
IN WITNESS WHEREOF, the person named herein as incorporator has hereunto set his hand this 15th day of April, 1985.

/ss/ \_\_\_\_\_  
Lewis E. Hawkes

#### AMENDMENTS

The amendments to the Articles of Incorporation included herein were adopted by a 2/3 vote of a quorum of Directors at a duly called meeting held on the 12th day of February 2008, at Bozeman, Montana.

IN WITNESS THEREOF, I hereunto set my hand this 6 day of MAY, 2008.

  
\_\_\_\_\_  
John Gibson, President




STATE OF MONTANA )

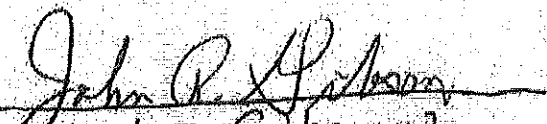
SS:

COUNTY OF YELLOWSTONE )

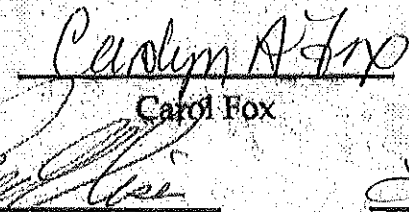
On this 6<sup>th</sup> day of MAY, 2008, before me, the undersigned, a Notary Public for the State of Montana, personally appeared John Gibson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

(seal)

  
Notary Public for the State of Montana  
Residing at BILLINGS, MT  
My commission expires: 1/15/2012

  
John Gibson


  
Bernard Lea

  
Carol Fox

  
Colter Pearson

  
Ray Pearson

  
Glenn Ellison

  
Lance Gray