

ARTICLES OF INCORPORATION
OF
ABATE of Montana, Inc.

STATE OF MONTANA

FILED

SEP 19 1986

JIM WALTERMIRE
SECRETARY OF STATE*Jim Waltermire*

KNOW ALL MEN BY THESE PRESENTS: that the undersigned, for the purpose of forming a nonprofit corporation under the Montana Nonprofit Corporation Act, as amended, does hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation shall be ABATE of Montana, Inc.

ARTICLE 2 - PURPOSES

The purposes for which the corporation is organized are expressed as follows:

- a. to promote motorcycle rider education;
- b. to establish and maintain a policy for and means of achieving public awareness of motorcyclists on the streets and highways of Montana;
- c. to reduce vehicular conflict through education, awareness, and mutual understanding;
- d. to keep abreast of current issues, at the local, state, and federal level, of interest to motorcyclists; to inform membership as to those issues; and to provide a unified voice, as to these issues, pro or con, in accordance with membership vote;
- e. to provide product safety information to motorcycle riders.

ARTICLE 3 - POWERS

In addition to, and not by way of limitation of, any power or authority possessed by it or conferred upon it pursuant to M.C.A. Section 35-2-107, the corporation shall have the power and authority:

To pursue its purposes and conduct and carry on any and all lawful business or activities therewith or incidental thereto, or any part thereof, in the State of Montana, or in any other state, territory or possession of the United States; and

To carry on and conduct all other activities, consistent with the purposes set forth above, as may be necessary or advisable, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any such purposes, to the full extent permitted by the laws of the State of Montana.

No part of the net earnings of the corporation shall be used for the benefit of, or be distributable to, its members, 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 of the corporation. 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 in, 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 activities 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, as amended (or the corresponding provisions 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 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall be organized and operated exclusively for educational, recreational, and other nonprofitable purposes within the meaning of Sections 501(a), 501(c)(3), and 501(c)(7) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE 4 - NONPROFIT CORPORATION

This corporation is not organized for the purpose of carrying on any business, trade, vocation or profession for profit, and, to that end: no part of the income or assets of this corporation shall at any time inure directly or indirectly to the benefit of any director, officer, trustee, or member, or be distributable to any such person by any means whatsoever; the corporation shall not at any time make any loans to any of its officers, directors, employees, or members. (Any director who votes for or consents to the making of a loan to any such person, or any officer who participates in the making of such loans shall be jointly and severally liable to the corporation for repayment thereof.)

ARTICLE 5 - DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE 6 - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1747 Old Hardin Rd., Billings, MT 59101, and the name of its initial registered agent at such address is Roxana Iholts.

ARTICLE 7 - INCORPORATOR

The name and address of the incorporator is:

J. Robert Green
2534 Lillis Ln.
Billings, MT 59102

ARTICLE 8 - DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The number, term of office, and qualifications of the directors shall be fixed by the bylaws of the corporation and may be altered by amending the bylaws. The number of directors shall never be less than required by law. Cumulative voting shall not be permitted in any election of directors. The initial Board of Directors shall consist of the following five (5) persons:

<u>NAME</u>	<u>ADDRESS</u>
J. Robert Green	2534 Lillis Lane Billings, MT 59102
Phillip Okrucky	440 Alkali Creek Rd. Billings, MT 59105
Roxana Iholts	1747 Old Hardin Rd. Billings, MT 59101
Shirley White	1520 Lake Elmo Drive Billings, MT 59105
Lorn Tysver	612 S. 34th St. Billings, MT 59101

ARTICLE 9 - MEMBERSHIP

The conditions, terms of, and qualifications for membership in the corporation shall be provided for in the bylaws.

ARTICLE 10 - PERSONAL LIABILITY

Members of the corporation shall have no personal liability for corporate obligations.

ARTICLE 11 - CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE 12 - DISTRIBUTION ON DISSOLUTION

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation under I.R.C. Section 501(a) which has as its general purpose the purposes of this corporation.

ARTICLE 13 - AMENDMENT OF ARTICLES

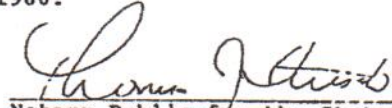
These articles may be amended in any manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of September, 1986.


INCORPORATOR

STATE OF MONTANA)
 : ss.
County of Yellowstone)

SUBSCRIBED AND SWORN to before me this 18th day of September, 1986.


Notary Public for the State of Montana
Residing at Billings, Montana
My Commission expires: 10-2-87