

**SECRETARY OF STATE**

STATE OF MONTANA  
LINDA McCULLOCH



Montana State Capitol  
PO Box 202801  
Helena, MT 59620-2801  
(406)444-3665  
<http://www.sos.mt.gov>

COTTONWOOD ENVIRONMENTAL LAW CENTER  
24 S WILLSON AVE STE 6-7  
BOZEMAN MT 59715

RE: OLD NAME: COTTONWOOD  
ENVIRONMENTAL LAW  
CENTER/NEW NAME:  
COTTONWOOD  
ENVIRONMENTAL LAW  
CENTER, INC.  
ARTICLES OF AMENDMENT  
Filing Date: November 23, 2011  
Filing Number: D201070 - 1222767

November 29, 2011

Dear Sir or Madam:

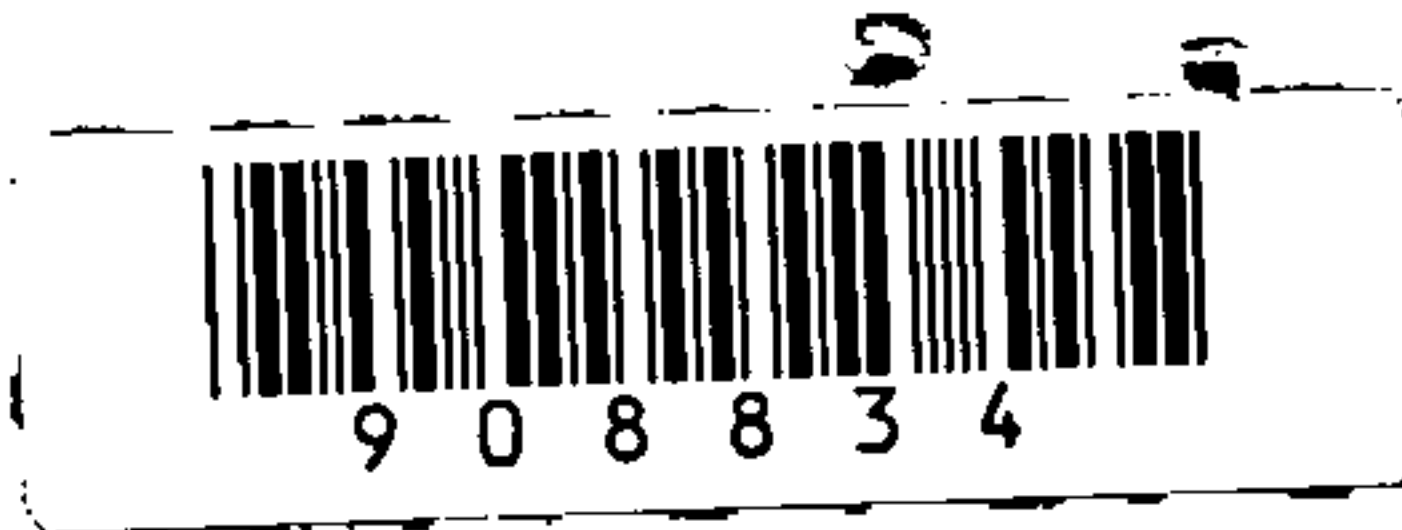
I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

Linda McCulloch  
Secretary of State

STATE OF MONTANA



Prepare, sign, submit with an original signature and filing fee. This is the minimum information required.

(This space is for the Secretary of State only)

ARTICLES of AMENDMENT for NONPROFIT CORPORATION 35-2-225 MCA



1222767 STATE OF MONTANA FILED NOV 23 2011 SECRETARY OF STATE D201070

MAIL: LINDA McCULLOCH Secretary of State P.O. Box 202801 Helena, MT 59620-2801 PHONE: (406) 444-3665 FAX: (406) 444-3976 WEB SITE: sos.mt.gov

Required Filing Fee: \$15.00 [ ] 24 Hour Priority Handling check box & Add \$20.00 [ ] 1 Hour Expedite Handling check box & Add \$100.00

- 1. The current name of this Corporation is: COTTONWOOD ENVIRONMENTAL LAW CENTER
2. The following amendment was adopted in the manner provided for by the Montana Nonprofit Corporation Act, Title 35, chapter 2, MCA:

ARTICLE II - SEE ATTACHED AMENDMENT

(Please attach additional sheets of paper if necessary.)

- 3. The date this amendment was adopted is (cannot be a future date): 7/1/2011 (Month/Day/Year)
4. Please check the appropriate box and provide additional information where requested. (check only one box) The number of votes cast for the amendment was sufficient for approval.

[X] This amendment was adopted by a sufficient vote of the Board of Directors or Incorporators. A vote of the members was not required or this nonprofit corporation has no members.

[ ] This amendment was adopted by a sufficient vote of the members. The total number of memberships outstanding and entitle to vote was: and (# outstanding)

a) There were votes cast for the amendment and votes cast against the amendment. (# for) (# against)

OR

b) There were undisputed votes cast for the amendment. (# undisputed)

Note: For voting groups and third party approval information, see the help sheet below.

- 5. "I, HEREBY SWEAR AND AFFIRM, under penalty of law, that the facts contained in this document are true"

Signature of Officer or Chair of the Board

Date 11/21/11

EXECUTIVE DIRECTOR Title

Daytime Contact: Phone: (406) 587-5800 Email: john@COTTONWOODLAW.ORG

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**ARTICLES OF INCORPORATION**

**OF**

**Cottonwood Environmental Law Center, INC.  
A Montana Nonprofit Public Benefit Corporation**

**Article 1**

**Name**

The name of the Corporation shall be Cottonwood Environmental Law Center, Inc.

**ARTICLE II**

**Purpose**

Cottonwood Environmental Law Center is a non-profit public interest law firm AND CONSERVATION ORGANIZATION dedicated to the protection of communities, forests, water, and wildlife in the Pacific Northwest. We WORK ON BEHALF OF OUR MEMBERS AND collaborate with a broad range of interested parties to protect and promote the restoration of the Northern Rockies' natural environment and its resources.

CHANGES  
ARE  
UNDERLINED  
AND IN CAPS

Said corporation is organized exclusively for charitable, scientific and educational purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, 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 two hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or other-wise attempting to influence legislation, an the political campaign on behlf of or in opposition to any candidate for public office. Notwithstanding any other provison of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt form federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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**ARTICLE III**

**Period of Duration**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV  
Members**

The Corporation will not have members.

**ARTICLE V  
Provisions for Corporation**

The title to and ownership of all the corporate property and of all money or property given or distributed to it shall be vested in the Corporation, and shall be managed by its Board of Directors for the purposes of the Corporation, and no individual shall have any right or interest in the property of this Corporation. No part of the net earnings of this Corporation shall inure to the benefit of any Trustee, member, private shareholder, or individual.

**ARTICLE VI  
Distribution Upon Dissolution**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII  
Registered Agent and Registered Office**

The name of the initial registered agent of the Corporation in Montana is John Meyer and the address of the initial registered office is P.O. Box 412, Bozeman, Montana 59771

The name and address of the incorporator is as follows:

John Meyer P.O. Box 412 Bozeman, MT 59771

Dated 11/2/09

\_\_\_\_\_  
Sole Incorporator

\_\_\_\_\_  
Agent for Service of Process

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