

RESTATED
ARTICLES OF INCORPORATION OF
BIKE NET

Pursuant to the provisions of M.C.A. Section 35-2-226, the undersigned Montana Nonprofit Corporation adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is *BIKE NET*.

ARTICLE II. DESIGNATION

The corporation is a public benefit corporation.

ARTICLE III. PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as the same now exists or as it may be amended from time to time, including, but not limited to, educating the public concerning the need for a county-wide pedestrian and bike trail network, and supporting the acquisition and development of a county-wide pedestrian and bike trail network

ARTICLE IV. MEMBERS

The corporation shall have such classes of members as are described in the Bylaws.

ARTICLE V. DISTRIBUTION AND DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI. PROHIBITED TRANSACTIONS

The corporation shall not engage in activities prohibited by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulation or any corresponding future provision of the Revenue Code, and the corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office. No part of the net earnings of this corporation shall inure to the benefit of any member or private individual and no member, director, or officer of the corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensation as may be allowed for services actually rendered to the corporation.

ARTICLE VII. LIMITATION OF DIRECTORS' LIABILITY

A director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of a director's duties to the corporation or its members, except for (a) breaches of the director's duty of loyalty to the corporation or its members, (b) acts or omissions not in good faith or that involve intentional conduct or a knowing violation of the law, (c) transactions from which a director derived an improper economic benefit or (d) conflict of interest transactions, loans to or guarantees for directors and officers or unlawful distributions.

ARTICLE VIII. INDEMNIFICATION

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Montana Nonprofit Corporation Act or otherwise, the corporation shall possess and may exercise all powers to indemnify trustees, officers, employees, fiduciaries and other persons and all powers whatsoever incidental thereto, without regard to whether or not such powers are expressly provided for by the Montana Nonprofit Corporation Act. The Board of Directors is hereby authorized on behalf of the corporation to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise. However, the Board of Directors shall not be required to indemnify any trustee, officer, employee, fiduciary or other person who is successful in the defense of any proceeding or who otherwise applies to a court for an order of indemnification unless the Board of Directors determines, in its sole discretion, to so indemnify.

ARTICLE IX. REGISTERED AGENT AND OFFICE

The address of the registered office of the corporation is 237 Quiet Water, Billings, MT 59105, and the name of the registered agent at such office is David S. Kelley.

ARTICLE X. APPROVAL

Member Approval. The above Restated Articles of Incorporation were approved at a meeting of the members held on April 2, 2002, at which a quorum was present, as follows:

Number of Members (all of one class):	42
Members present at meeting (constituting a quorum):	7
Number of Members voting in favor:	7
Number of Members voting against:	7

The number of votes cast in favor of the amendment was sufficient for approval.

Other Approval. No other approval by any other person was required.

DATED this 2 day of April, 2002.

BIKE NET

By David S. Kelley
David S. Kelley, Treasurer