

Articles of Incorporation - Montana and Wyoming

Tribal Fish and Wildlife Commission

The undersigned natural person, who is more than eighteen years of age, hereby establishes a corporation pursuant to the Statutes of Montana and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is the Montana and Wyoming Tribal Fish and Wildlife Commission.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

STATEMENT OF PRINCIPLES

The Montana and Wyoming Tribal Fish and Wildlife Commission was begun in recognition of the importance and respect accorded to fish and wildlife by Native Montana and Wyoming people, and of the need for a regional native organization to aid in development and protection of Indian fish and wildlife resources. Formation of the Montana and Wyoming Tribal Fish and Wildlife Commission incorporates more than a present-day commitment to these resources. It represents a dedication to the earth that began with our own beginning, and a pledge to our fellow creatures that cannot be broken. The Montana and Wyoming Tribal Fish and Wildlife Commission is founded on the knowledge that without wild animals, our life would be deprived and demeaned. They move us through the great mystery of creation. "What is man without the beasts?", wrote the Duwamish Tribe Chief Sealth in 1855. If all the beasts were gone, men would die from great loneliness of spirit, for whatever happens to the beast also happens to man. All things are connected.

ARTICLE IV

PURPOSE & POWERS

(a) Purpose. The nature, objects and purposes of the Corporation shall be exclusively charitable, scientific, cultural and educational, including but not limited to:

(1) Distributing gifts to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or such corresponding provision of any future law.(2) Facilitating and coordinating inter-tribal communications concerning fish and wildlife matters, including but not limited to, treaty rights issues, court cases related to fish and wildlife, and fishing and hunting relations.

(3) Assisting Montana and Wyoming Indian Tribes, federal, state and local governments and private industry develop and implement sound policies, ordinances, regulations and laws to protect, preserve, conserve and to prudently use and manage fish and wildlife and other natural resources.

(4) Assisting Montana and Wyoming Indian Tribes develop fish and wildlife and other natural resource management policies and practices that are consistent with and enhance cultural traditions and values.(5) Improving the general welfare of Indian peoples through educational, charitable and fish and wildlife related activities.(b) Powers. In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers and privileges now or thereafter conferred upon corporations organized under the laws of Montana. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes including, but not limited to, the following powers:(1) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either

directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or trusts, institutions, foundations or governmental bureaus, departments or agencies;(2) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned;(3) To provide advice, support, credit, funds, capital, rights and all other lawful forms of assistance, financial and otherwise, to or for use, in fish and wildlife business enterprises owned, managed, or operated by Montana and Wyoming Indian Tribes or members thereof;(4) To furnish management, administrative and other advice, support, training and technical assistance to Montana and Wyoming Indian Tribes, members thereof, and other persons, in order to enable them to develop the necessary skills to develop, manage and operate fish and wildlife projects;(5) To obtain information and conduct research, studies and analysis of the fish and wildlife problems of Montana and Wyoming Indian Tribes, and prepare and publish reports as to any and all matters that may be useful in promoting, conserving, managing and developing Montana and Wyoming Tribal fish and wildlife resources;(6) To conduct seminars and other educational activities, and to develop and disseminate manuals, handbooks and training curriculum designed to instruct elected tribal officials, and managers and employees of Indian Tribes and non-Indians in any and all aspects of fish and wildlife, including the role such natural resources play in Indian traditions and culture.(7) To conduct analysis of off-reservation activities, including but not limited to, logging, mining, urban development, to determine the impact of such development on tribal fish and wildlife and other natural resources;(8) To exercise all other rights and powers conferred upon corporations formed under Title 35 of the Montana Code Annotated, provided, however, that the Montana and Wyoming Tribal Fish and Wildlife Commission shall not engage in any activities or exercise any powers, including those specifically mentioned herein, which are not in furtherance of the specific and primary charitable, scientific and educational purposes of the Corporation;(9) No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons or entities (except that reasonable compensation may be paid for services rendered to or for the Corporation in the accomplishment of one or more of its purposes, and reimbursement may be paid for any reasonable expenses incurred for the Corporation by a director, officer or other person or entity). To the extent required to comply with Section 501(c)(3) of the Internal Revenue Code and any amendments thereto, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to intervene in 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. In addition, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation;(10) The Corporation, being organized exclusively for charitable, educational and scientific purposes, shall be non-stock, and no dividends or pecuniary profit in whole or in part, direct or indirect, shall be declared or paid to the members or officers thereof; and(11) The Corporation may be dissolved upon the affirmative vote of a majority of the voting members of the Corporation at a meeting called for such purpose. Upon dissolution, the officers, after making payment or making provisions for the payment of all the liabilities of the Corporation and meeting all other requirements of the, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, or shall transfer such assets to Montana and Wyoming Indian Tribes or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes in such manner as the Board of Directors shall determine.

ARTICLE V

MEMBERS

There shall be two general classes of members of the Corporation. The first class of members shall be voting members and the second class of members shall be associate members and shall not have voting privileges. The Board of Directors of the Corporation is hereby empowered to adopt by-laws, rules or procedures that further define the general classes of members, that establish other such membership requirements as it shall deem appropriate and delineate the rights and responsibilities attendant thereto. Meetings shall take place in the manner provided in the By-Laws of the Corporation. The Board of Directors shall have the power to assess dues in the manner provided in the By-Laws of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors of the Corporation shall be fixed by the By-Laws of the Corporation and shall consist of the seven Fish and Wildlife Directors and/or Natural Resource Directors representing each respective Montana and Wyoming Tribe.

ARTICLE VII

REGISTERED OFFICE & AGENT

The interim address of the registered office of the Corporation is *Montana and Wyoming Tribal Fish and Wildlife Commission, 4052 Bridger Canyon Rd., Bozeman, Montana 59715*, State of Montana. The name of the registered agent of the Corporation is *Mike Fox*. The interim address of the registered agent of the Corporation is, (*Montana and Wyoming Tribal Fish and Wildlife Commission, 4052 Bridger Canyon Rd., Bozeman, Montana 59715*). The Corporation may conduct part or all of its business in any part of Montana and Wyoming, of the United States, or of the World. The Corporation may hold, purchase, mortgage, lease and convey real and personal property in any such place.

ARTICLE VIII

ADDITIONAL PROVISIONS

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by Title 35 of the Montana Code Annotated.

(a) The corporation shall indemnify any person who was or is a part or is threatened to be made a party to any threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by such person to the full extent permitted by the laws of the State of Montana. Expenses incurred by an officer or Director in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director that he is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. (b) No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested Directors; or (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Title 35 of the Montana Code Annotated, and all rights and powers to amend conferred upon directors under said Title 35 of the Montana Code Annotated are hereby granted.

ARTICLE X

DISSOLUTION

The Commission may be dissolved upon a vote of a majority of the voting members of the Commission present at a meeting called for such purpose. Upon the dissolution of the Commission, the Board of Directors, after paying or making provisions for the payment of all the liabilities of the Commission, shall dispose of all of the assets of the Commission exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to further the purposes of the Commission, Montana and Wyoming Indian Tribes, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes in such manner as the Board of Directors shall determine.