

File No. 8602.01

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FACSIMILE TRANSMISSION COVER SHEET

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Date : July 7, 2011

Total Number Of Pages Including This One : 4

This Message To : Montana Secretary of State

This Message From : Jeffery A. Hunnes

Fax No. : 406-444-3976

Special Instructions and/or Message : Please file the attached Articles of Incorporation for Billings Scorpion Lacrosse Club as a **priority** filing. Our prepaid account number is 73900. Please call if you have any questions. Thank you.

Hard copy to Follow Yes No

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**ARTICLES OF INCORPORATION
OF
Billings Scorpion Lacrosse Club**

The undersigned, for the purpose of forming a non-profit corporation under the Montana Non-Profit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of this Non-Profit Corporation is Billings Scorpion Lacrosse Club.

**ARTICLE II
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE III
PURPOSE**

This Non-Profit Corporation is a Public Benefit Corporation organized exclusively for non-profit purposes to promote and grow the sport of lacrosse. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV
POWERS**

The corporation, subject to any specific written limitations or restrictions imposed by the Montana Nonprofit Corporation Act or by these Articles of Incorporation, shall have and exercise all the powers specified in said Act or any future non-profit corporation law, and any other powers by law permitted to, or not denied to, corporations organized under said Act.

**ARTICLE V
MEMBERS**

The corporation will not have members.

**ARTICLE VI
EARNINGS AND ACTIVITIES**

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 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 set forth in

purpose clause hereof. 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 this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII **DIRECTORS**

The number of directors constituting the Board of Directors of the corporation shall be five (5) and they shall be elected by the incorporator at the organizational meeting of the corporation.

ARTICLE VIII **DIRECTOR LIABILITY**

A director of the corporation shall not be liable to the corporation for monetary damages for breach of a director's duties to the corporation except for, (a) breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or that involve intentional misconduct 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 IX **REGISTERED OFFICE AND AGENT**

The registered agent and his address, which shall be the registered office of the corporation is as follows:

Stephen C. Wahrlich
2511 First Ave N.
Billings, MT 59101

ARTICLE X **DISSOLUTION**

Upon the 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the State District Court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or

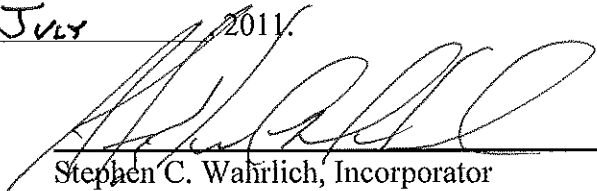
organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Stephen C. Wahrlich
2511 First Ave N.
Billings, MT 59101

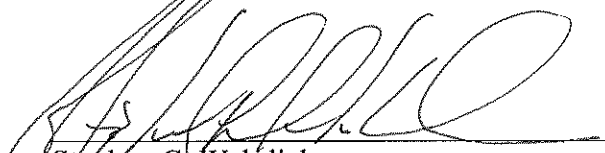
Dated this 6 day of July 2011.



Stephen C. Wahrlich, Incorporator

STATEMENT OF ACCEPTANCE

The duly appointed registered agent, Stephen C. Wahrlich, 2511 First Ave. North, Billings, Montana, hereby accepts original appointment as registered agent of Billings Scorpion Lacrosse Club.



Stephen C. Wahrlich