

SECRETARY OF STATE

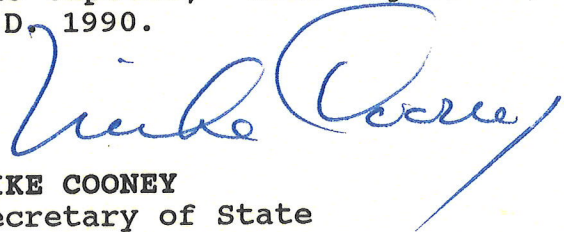
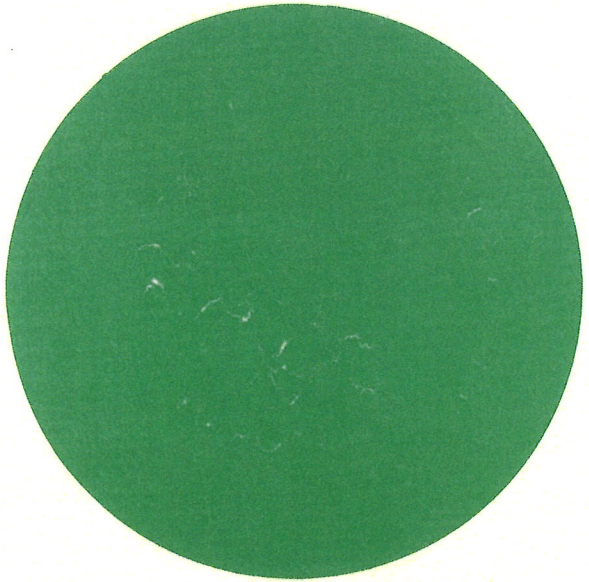
STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, **MIKE COONEY**, Secretary of State of the State of Montana, do hereby certify that the Articles of Incorporation for the incorporation of **MONTANA POST SECONDARY EDUCATIONAL OPPORTUNITIES COMMITTEE, INC.**, a Montana nonprofit corporation, duly executed pursuant to the provisions of Section 35-2-203, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, **MIKE COONEY**, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to **MONTANA POST SECONDARY EDUCATIONAL OPPORTUNITIES COMMITTEE, INC.**, a Montana nonprofit corporation, and attach hereto a copy of the Articles of Incorporation.

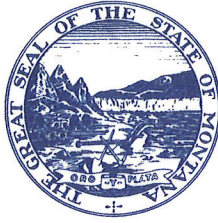
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this August 16, A.D. 1990.



MIKE COONEY
Secretary of State

SECRETARY OF STATE

STATE OF MONTANA



Mike Cooney
Secretary of State

Montana State Capitol
Helena, MT 59620

August 22, 1990

Joel E. Guthals, Attorney
WRIGHT, TOLLIVER AND GUTHALS
P.O. Box 1977
Billings, MT 59103

RE: MONTANA POST SECONDARY
EDUCATIONAL OPPORTUNITIES
COMMITTEE, INC., a Montana
nonprofit corporation
Filed - August 16, 1990
File D 070038 - 313245

Joel
Dear Mr. Guthals:

I've approved the Articles of Incorporation. Enclosed is my official Certificate.

If I can be of further help to you, just let me know.

Sincerely,

A handwritten signature in blue ink, appearing to read "Mike", is written over the word "Sincerely,".

MC:cb
Enclosure

AUG 16 1990

ARTICLES OF INCORPORATION

OF

313245

SECRETARY OF STATE

MONTANA POST SECONDARY EDUCATIONAL OPPORTUNITIES COMMITTEE, INC.

The undersigned, being of legal age, desiring to form a corporation under the Montana Nonprofit Corporation Act, hereby certifies:

I. NAME OF CORPORATION: Montana Post Secondary Educational Opportunities Committee, Inc.

II. DURATION: Perpetual

III. PURPOSES:

Section 1.

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2.

To the extent not inconsistent with the purpose as set forth in Section 1, above, this organization shall:

Support and advance post secondary education in Montana.

Support, encourage, and promote post secondary choices in Montana to students through fund raising, promoting, growth, providing advice and information in partnership with students, parents, and guidance counselors.

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.

V. NON PROFIT TAX STATUS:

Section 1.

No part of the net earnings of the Corporation shall inure to the benefit of, or be

distributable to, its members, directors, 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 Article III hereof.

Section 2.

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.

Section 3.

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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or

by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

VI. DISSOLUTION:

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to non-profit institutions in Montana for the use and benefit of post secondary educational choices for students in Montana. If such distribution cannot be made, or if the purpose or the organization would not then qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), the assets shall be disposed of by the State District Court in Yellowstone County, Montana, exclusively for charitable purposes, to one or more organization, as the Court shall determine, which are organized and operated exclusively for such purposes.

VII. NONLIABILITY AND INDEMNIFICATION OF MEMBERS, DIRECTORS, OFFICERS AND EMPLOYEES:

Section 1.

The members, directors, and officers and employees of this Corporation and their private property shall not be liable in any manner for corporate debts, obligations, undertakings or liabilities, and the members, directors, and officers and employees shall be exempted from and indemnified against any personal expenses, losses, or liabilities which may accrue from

time to time in any manner by reason of the ownership, administration or distribution of the corporate property or funds, or by reason of any acts of commission or omission on their part in the conduct of the corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoing of corporate agents, nor for interest on funds temporarily idle. They shall have the right at all times and in all matters to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner. No person dealing with the members, directors, officers or employees of the Corporation shall be under any obligation to inquire into their power or authority or into the validity, expediency or propriety of their actions, decisions or transactions or to see to the proper application of money or property paid over or transferred to the Corporation.

Section 2.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member, director, officer, employee or agent of the Corporation, against expenses (including attorneys fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the full extent permitted by the Montana Nonprofit Corporation Act, upon such determination having been made as to his good faith and conduct as is required by said Act. Expenses incurred 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 to the extent, if any, authorized by; the Board of Directors in accordance with the provision of the Act, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

VIII. MEMBERSHIP:

Membership shall be limited to institutions as set forth in the Bylaws.

IX. REGISTERED OFFICE AND REGISTERED AGENT:

Ms. Nancy Krogh is the registered agent and her address is Rocky Mountain College, 1511 Poly Drive, Billings, Montana 59102.

X. BOARD OF DIRECTORS:

The management and supervision of the Corporation shall be vested in the Board of Directors of the Corporation. The number of directors of the Corporation shall be not less than three (3). Subject to such limitation, the number of directors shall be fixed by the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director.

The initial Board of Directors shall consist of 3 individuals whose names and addresses are set forth below:

Ms. Nancy Krogh
Associate Director of Admissions
Rocky Mountain College
1511 Poly Drive
Billings, Montana 59102

Ms. Michele Rosa O'Neill
Director of Admissions
Western Montana College
710 South Atlantic
Dillon, Montana 59725

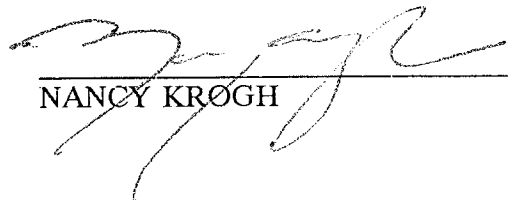
Ms. Jaynee Groseth
Director of Admissions
Montana State University
Hamilton Hall
Bozeman, Montana 59717

XI. INCORPORATOR

The name and address of the undersigned, the incorporator of this Corporation, is:

Ms. Nancy Krogh
Associate Director of Admissions
Rocky Mountain College
1511 Poly Drive
Billings, Montana 59102

EXECUTED this 11th day of July, 1990.



NANCY KROGH

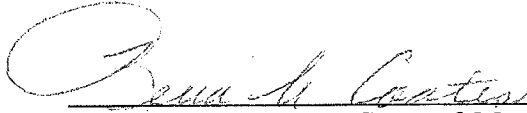
STATE OF MONTANA)
 :SS
County of Yellowstone)

On this 11th day of July, 1990, before me, the undersigned, a Notary Public for the State of Montana, personally appeared Nancy Krogh, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she

executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial seal the day and year first above written.

(SEAL)



Notary Public for the State of Montana

Residing at Billings, Montana

My Commission expires: 5-27-91

348330

STATE OF MONTANA

FILED

AMENDMENT TO

ARTICLES OF INCORPORATION OF

JUN 27 1997

MONTANA POST SECONDARY EDUCATIONAL
OPPORTUNITIES COUNCIL, INC.JES 15+20, priority
SECRETARY OF STATE

75

Montana Post Secondary Educational Opportunities Council, Inc., for the purpose of amending its Articles of Incorporation on file with the State of Montana and acting under the Montana Nonprofit Corporation Act, does hereby state:

1. The name of the corporation is Montana Post Secondary Educational Opportunities Council, Inc.

2. Pursuant to an annual meeting of members of the corporation held on the 7th day of March, 1997, after proper notice, Article X regarding "Board of Directors" is changed to the following:

X. BOARD OF DIRECTORS

The management and supervision of the Corporation shall be vested in the Board of Directors of the Corporation. The number of directors shall consist of not less than three (3) nor more than ten (10) directors. Subject to such limitations, the number of directors shall be fixed by the Bylaws. The number of directors may be increased from ten (10) or decreased below three (3) from time to time by amendment to the Bylaws and the Articles of Incorporation. No decrease in number shall have the effect of shortening the term of any incumbent director.

3. That eight (8) members, being a quorum, pursuant to Section IV of the Bylaws, voted for the above Amendment, with sixteen (16) members not voting.

IN WITNESS WHEREOF, these amended Articles of Incorporation have been executed on the 30 day of ^{May}~~April~~, 1997.

Cynthia McConnel-Stief
President
Janet L. Jones
Secretary

AMENDMENT TO
ARTICLES OF INCORPORATION OF
MONTANA POST SECONDARY EDUCATIONAL
OPPORTUNITIES COUNCIL, INC.

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IN WITNESS WHEREOF, these amended Articles of Incorporation have been executed on the 30 day of ^{May}~~April~~, 1997.

Cynthia McDaniel-Stief
President
Janet K. Jones
Secretary

**ORGANIZATIONAL MEETING OF THE
BOARD OF DIRECTORS OF
MONTANA POST SECONDARY EDUCATIONAL
OPPORTUNITIES COMMITTEE, INC.**

The organizational meeting of the Board of Directors of the Montana Post Secondary Educational Opportunities Committee, Inc., was held at Billings, Montana, on August 16, 1990, at the law offices of Wright, Tolliver and Guthals, P.C., counsel for the Corporation, pursuant to due notice. Present were all of the directors of the Corporation. Nancy Krogh acted as Chairperson. Michele Rosa O'Neill acted as Secretary. Various members of the Board were present by telephone conference.

The Chairperson announced that it was in order to adopt resolutions providing for the organization of the Corporation. Upon motion duly made and seconded, the following resolutions were unanimously adopted:


1. **RESOLVED** that the following persons be, and they hereby are, elected to the offices set forth below to serve for the balance of the corporate year and until their respective successors shall be elected and qualify:

 Nancy Krogh President
 Michele O'Neill Secretary/Treasurer
2. **RESOLVED**, that the Bylaws of the Corporation, a copy of which has been presented and read at this meeting, be and the same hereby are approved and adopted and they are ordered to be inserted in the Corporation's minute book.
3. **RESOLVED**, that the seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words "Montana Post Secondary Educational Opportunities Committee, Inc." and about the lower periphery of it the word "Montana". In the center of the seal shall appear the words "Corporate Seal" and "1990".
4. **RESOLVED**, that the Corporation shall be capitalized by depositing in an account with First Interstate Bank the sum of \$_____, representing funds raised by the Committee prior to its incorporation.
5. **RESOLVED**, that any and all banks, trust companies, or other banking institutions with which Montana Post Secondary Educational Opportunities Committee, Inc., has opened any account be, and each of them hereby is, authorized to accept for

deposit for the account of this Corporation for credit, or for collection, or otherwise, any and all checks, drafts, notes and other instruments of every kind endorsed by any person or by hand stamp impression in the name of this Corporation or without endorsement.

6. **RESOLVED**, that funds deposited in the accounts of Montana Post Secondary Educational Opportunities Committee, Inc., in any and all banks, trust companies, or other banking institutions wherever situated may be withdrawn only by means of checks or other written orders signed in the name and behalf of the Corporation by any one of its officers or directors; or signed in the name and behalf of the Corporation by any one individual designated for that purpose in writing signed by the President or by the Secretary/Treasurer of the Corporation.
7. **RESOLVED**, that the officers of this Corporation or any one or more of them be, and they hereby are, authorized to act for this Corporation in all matters and transactions relating to any of its business with such bank, trust company, or other banking institution, and to sign and deliver such supplemental printed resolutions as may from time to time be deemed appropriate by them.

There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned.



Nancy Krogh, Chairperson