

SECRETARY OF STATE
STATE OF MONTANA
LINDA McCULLOCH

PRIORITY



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

KARELL DYRE HANEY PLLP
ATTN NATHAN S HANEY
175 N 27TH ST STE 1303
BILLINGS MT 59101

RE: BILLINGS CRISIS PREGNANCY CENTER,
INC.
RESTATED ARTICLES OF INCORPORATION
Filing Date: November 27, 2012
Filing Number: D069351 - 1332492

November 27, 2012

Dear Mr. Haney:

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. For future inquiries or assistance regarding business entity registrations, you can log on to sos.mt.gov or contact the Business Services Division's professionals at (406) 444-3665.

Sincerely,

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch
Secretary of State

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Disclaimer: The Secretary of State is required to return mail to the entity that submitted the paperwork to our office unless otherwise directed by the customer. Therefore, the entity name and mailing address appearing in this letter may not be affiliated as an owner/principal for the business name appearing in the box.

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RESTATED ARTICLES OF INCORPORATIONOFBILLINGS CRISIS PREGNANCY CENTER, INC.133 2492
STATE OF MONTANA
FILED

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SECRETARY OF STATE

Pursuant to MCA § 35-2-226 of the Montana Nonprofit Corporation Act (the "Act"), the undersigned hereby adopt the following Restated Articles of Incorporation for **BILLINGS CRISIS PREGNANCY CENTER, INC.**, a Montana public benefit corporation without members (the "Corporation").

1. Name. The name of the Corporation is **BILLINGS CRISIS PREGNANCY CENTER, INC.**

2. Registered Office & Agent. The Corporation's registered agent is **DeANN VISSER**. The registered office is located at 2321 Broadwater Avenue, Billings, Montana 59102.

3. Members. The Corporation does not have members.

4. Designation. The Corporation is a mutual benefit corporation within the meaning of MCA § 35-2-115(23).

5. Purposes. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, developing and providing medical services and programs to assist members of the community with the physical, spiritual, emotional, economic, and social concerns associated with pregnancy, sexually transmitted infections, sexual health, and women's health in general.

6. Internal Regulation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Paragraph 5. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future Federal tax code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future Federal tax code, or (iii) by a nonprofit corporation organized under the laws of the State of Montana pursuant to the provisions of the Act.

7. Dissolution. Upon its dissolution, the Corporation's board of directors (the "Board") shall, after paying or making provision for the payment of all of the Corporation's

debts, liabilities and other obligations, distribute the Corporation's assets in such manner or to such organization(s) that are organized and operated exclusively for charitable, religious, scientific, educational or such other exempt purposes as shall at the time qualify as an exempt organization exempt from Federal income tax under section 501(c) of the Code, or the corresponding section of any future Federal tax code. The Board shall distribute any of the Corporation's assets that are not so distributed to the Federal government, or to a state or local government, for a public purpose. If the Board fails to distribute the Corporation's assets as provided above, then such assets shall be disposed of by a court of competent jurisdiction 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.

8. **Limitation of Directors' 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. The foregoing limitation of liability neither eliminates nor limits a director's liability for (i) a breach of the director's duty of loyalty to the Corporation, (ii) acts or omissions that are (A) not in good faith, (B) involve intentional misconduct, or (C) represent a knowing violation of law, or (iii) a transaction from which the director derived an improper personal economic benefit.

9. **Duration.** The Corporation shall have perpetual duration.

10. **Bylaws.** The Corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation as long as such bylaws are consistent with these Restated Articles of Incorporation and with the laws of the State of Montana.

DATED & ADOPTED: August 17, 2012.

BILLINGS CRISIS PREGNANCY CENTER, INC.

By: 

DeAnn Visser, President

CONSENT

The undersigned hereby accepts the appointment as the registered agent of **BILLINGS CRISIS PREGNANCY CENTER, INC.**, a Montana public benefit corporation without members.

DATED & ADOPTED: August 17, 2012.


DEANN VISSER

CERTIFICATE OF RESTATEMENT**OF****BILLINGS CRISIS PREGNANCY CENTER, INC.**

The undersigned, in her capacity as President of **BILLINGS CRISIS PREGNANCY CENTER, INC.**, a Montana public benefit corporation without members (the "Corporation"), certifies as follows:

(1) **Restatement of Articles.** The Corporation's board of directors unanimously approved the filing the Articles of Restatement and the Restated Articles of Incorporation with which this certificate is filed at a meeting of the Corporation's directors held on August 17, 2012.

(2) **Approval.** The Restated Articles of Incorporation do not require member approval because the Corporation does not have members.

DATED & ADOPTED: August 17, 2012.

BILLINGS CRISIS PREGNANCY CENTER, INC.

By: 

DeAnn Visser, President

ARTICLES OF RESTATEMENT**OF****BILLINGS CRISIS PREGNANCY CENTER, INC.**

The undersigned, being the President of **BILLINGS CRISIS PREGNANCY CENTER, INC.**, a Montana public benefit corporation without members (the "Corporation"), hereby files these articles of restatement pursuant to MCA § 35-2-226.

(1) **Name.** The name of the Corporation is **BILLINGS CRISIS PREGNANCY CENTER, INC.**

(2) **Text of Restated Articles.** The text of the Corporation's restated articles of incorporation are attached.

(3) **Certificate of Restatement.** The certificate of restatement for these Articles of Restatement is attached.

DATED & ADOPTED: August 17, 2012

BILLINGS CRISIS PREGNANCY CENTER, INC.

By: 

DeAnn Visser, President

Prepaid Service Listing

Date: 11/27/201

Account #: 087490

Transaction Number: 802571

Account name: KARELL DYRE HANEY PLLP

Additional Info: .NULL.

Debtor, Corporation Name or Description	Fee	Document #	Folder #
BILLINGS CRISIS DOMESTIC CORP	\$ 15.00	1332492	D069351
RECD 2 RESTATED ARTICLES			
BILLINGS CRISIS PRIORITY	\$ 20.00	1332492	D069351
RECD 2 RESTATED ARTICLES			
Total:	\$ 35.00		