

SECRETARY OF STATE

STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, **VERNER L. BERTELSEN**, Secretary of State of the State of Montana, do hereby certify that the Articles of Incorporation for the incorporation of **FLATHEAD LAKE UNITED METHODIST CAMP ASSOCIATION, 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, **VERNER L. BERTELSEN**, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to **FLATHEAD LAKE UNITED METHODIST CAMP ASSOCIATION, 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 December 7,
A.D. 1988.

(GREAT SEAL)

Verner L. Bertelsen
VERNER L. BERTELSEN
Secretary of State

ARTICLES OF INCORPORATION
OF
FLATHEAD LAKE UNITED METHODIST CAMP ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation, a religious church camp, a part of the Yellowstone Conference of The United Methodist Church. In accordance with the provisions of the Montana Non-Profit Corporation Act, Section 35-2-101, M.C.A., et seq., and Section 501(c)(3) of the Internal Revenue Code, we do hereby make, execute and adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of this Corporation is:

FLATHEAD LAKE UNITED METHODIST CAMP ASSOCIATION, INC.

ARTICLE II.

PERIOD

The period of duration of this corporation shall be perpetual.

ARTICLE III.

PURPOSE

The purposes and objectives of this corporation are:

- A. To establish and maintain a Methodist camp where christian camping may occur in natural surroundings.

B. To conduct and transact the business affairs of such camp and to maintain offices for the transaction of such business.

C. To take and hold by purchase, gift, devise or bequest real or personal property or both to carry out the obligation or provisions of any trust imposed by will or deed of trust where the trust is created for a religious or charitable purpose.

ARTICLE IV.

POWERS

This Corporation shall have the following powers:

A. To provide camp facilities on a non-profit basis where christian camping may occur in natural surroundings.

B. To construct, operate, maintain and improve, and to buy, own, plat, sell, convey, assign, mortgage or lease any real estate and personal property necessary or incident to the conducting and transacting of the business affairs of such camp.

C. To purchase, sell, convey, improve, mortgage, lease or otherwise dispose of any real estate or personal property that it may acquire only when in accordance with the Discipline of The United Methodist Church. Additionally, in regard to real estate, these actions may be transacted only after receipt of written consent of the District Superintendent of the Yellowstone Conference of The United Methodist Church under whose jurisdiction the camp

falls and a resolution is passed by vote of the corporation authorizing the proposed action. The resolution must direct that any contract, deed, sale, mortgage or other necessary written instrument involving real estate transactions be executed by and on behalf of the Flathead Lake United Methodist Camp Association, Inc. by any two of the officers of its Board of Trustees.

D. To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of this corporation, except in the case of real estate, where the provisions of Article IV, paragraph C take precedence.

E. To make by-laws and rules for said corporation which are not inconsistent with the purposes herein set forth.

F. This corporation shall also have all the powers now or hereafter conferred by Montana law upon corporations of this character.

G. This corporation is organized exclusively for religious, charitable and educational 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

H. No part of the net earnings of this 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 this Article. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) 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 (a) by a corporation exempt from Federal Income Tax and 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

ARTICLE V.

TITLE TO PROPERTY

A. Title to the property, real and personal, shall be vested in the said corporation which shall hold the property in trust that said premises shall be kept, maintained and

disposed of for the benefit of The United Methodist Church and subject to the usages and the Discipline of The United Methodist Church as it is or as it from time to time shall be established, made and declared by lawful authority of said Church.

B. Upon the dissolution of this corporation, all funds or other assets remaining after payment of the outstanding obligations of the corporation shall be turned over to and paid into the Yellowstone Conference of The United Methodist Church, a Montana nonprofit corporation, or to its assigns, if said Yellowstone Conference of The United Methodist Church be dissolved or not in existence, then to any other organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1956, as amended (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI.

This corporation is organized as a nonprofit corporation within the meaning of the Montana Nonprofit Corporation Act and does not contemplate pecuniary gain or profits to its members, directors, or officers. No part of the net income or profits or assets of this corporation shall be distributable to or inure to the benefit of any member, officer, trustee, or director thereof. However, only such powers shall be exercised by the corporation as are in furtherance of the tax exempt purposes of the corporation and as may be exercised by an organization exempt

under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor provisions.

ARTICLE VII.

GOVERNMENT

A. The government of this corporation shall be vested into a Board of Trustees which shall consist of at least fifteen (15) members. These trustees shall serve in accordance with the by-laws of the corporation and the rules of the Yellowstone Conference of The United Method Church as they now are or as they from time to time may be amended. When in conflict, the rules of the Yellowstone Conference of The United Methodist Church will take precedence.

B. The names and addresses of the persons who are to serve as the initial Board of Trustees until the Annual Conference of the Yellowstone Conference of The United Methodist Church when the Board of Trustees will be elected are, which initial Board shall consist of 17 members.

Butch Stewart	Rt #3, 3850 Illinois Bench R. Stevensville, Mt. 59870
Earl patterson	Lakeside, Mt. 59922
Rev. John Lewis	Box 598 Choteau, Mt. 59422
Eileen Bech	35 Hillcrest Dr. Kalispell, Mt. 59901
Steve Bech	35 Hillcrest Dr. Kalispell, Mt. 59901
Jim Wilcox	2400 Old Fort Road #126 Missoula, Mt. 59801

Lorin Bannes	1105 Wisconsin Ave. Whitefish, Mt. 59937
Helen Herberg	500 Plymouth Missoula, Mt. 59801
John Weida	1034 Missouri Deer Lodge, Mt. 59722
Rev. Robert Foote	217 E. Spokane Ave. Troy, Mt. 59935
Rev. Wilbur Whangen	512 Buchanan SW Ronan, Mt. 59864
Mignon Waterman	530 Hazlegreen Ct. Helena, Mt. 59621
Mary Lou Hennes	Box 133 Paradise, Mt. 59856
Jeff Hughes	111 Brook Dr. Kalispell, Mt. 59901
Rev. Joe Keys	P. O. Box 2082 Polson, Mt. 59860
Rev. Bob Barnes	2405 Valley View Dr. Missoula, mt. 59803
Carla Gay	103 Knowles University of Mt. Missoula, Mt. 59801

ARTICLE VIII.

STOCK

There shall be no capital stock and no shares of stock in this Corporation.

ARTICLE IX.

VOTING MEMBERS

The corporation shall have no voting members excepting those persons who are members of the Board of Trustees.

ARTICLE X.

AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Trustees providing that there be twenty (20) day's notice in writing mailed to each Trustee at the last known address of each. These Articles of Incorporation may not be amended without the written consent of the Yellowstone Conference of The United Methodist Church, or its successor.

ARTICLE XI.

The private property of the members, directors and officers shall not be subject to the payment of corporate debts of this corporation to any extent whatsoever.

ARTICLE XII.

The address of the initial registered office of the corporation is:

1034 Missouri Avenue
Deer Lodge, Montana 59722

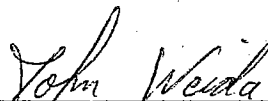
and the name of its registered agent at such address is:

JOHN WEIDA

The name and address of the incorporator is:

JOHN WEIDA
1034 Missouri Ave.
Deer Lodge, Mt. 59722

DATED this 20 day of April, 1988.



John Weida
Incorporator

STATE OF MONTANA)
): ss.
County of Deer Lodge)

On the 20th day of April, 1988, before me, the undersigned, a Notary Public for the State of Montana, personally appeared JOHN WEIDA, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Bille Holmberg
Notary Public for the State of Montana
Residing at Anaconda, Montana
My Commission Expires: 4-20-1990