

# SECRETARY OF STATE

STATE OF MONTANA  
LINDA McCULLOCH



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

JULIA GUSTAFSON  
904 11TH AVE  
HELENA MT 59601

July 18, 2012

Dear Ms. Gustafson:

RE: NEW NAME: HELENA COMMUNITY  
GARDENS  
OLD NAME: WORKING FOR EQUALITY  
AND ECONOMIC LIBERATION (WEEL)  
FILED RESTATED ARTICLES OF  
INCORPORATION  
Filing Date: July 13, 2012  
Filing Number: D-088320 - 1322084

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](http://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.

132289 STATE OF MONTANA  
**FILED**

JUL 13 2012

SECRETARY OF STATE

088320

**FIRST RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**HELENA COMMUNITY GARDENS**  
formerly known as Working for Equality and Economic Opportunity (WEEL)

**ARTICLE I**  
**Name**

The name of the Corporation shall be HELENA COMMUNITY GARDENS.

**ARTICLE II**  
**Purposes and Limitations**

This Corporation is a public benefit corporation, *without members.*

The Corporation's purpose is to build community gardens for the use of all; provide the tools and knowledge needed to grow food; make gardening accessible to low-income families, people with disabilities and the elderly; and increase access to healthy and affordable food in Helena.

The Corporation is organized exclusively for 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, or a corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, trustees 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 that further its purposes.

The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

No substantial part of the activities of the organization shall be attempting to influence legislation.

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, or corresponding section of any future 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 III**  
**Duration**

The period of duration of the Corporation shall be perpetual, unless sooner dissolved in accordance with law.

**ARTICLE IV**  
**Provisions for Corporation**

The title to and ownership of all the corporate property and of all money or property given or distributed to it shall be vested in the Corporation and shall be managed by its Board of Directors for the purposes of the Corporation, and no individual shall have any right or interest in the property of this Corporation.

**ARTICLE V**  
**Distribution Upon Dissolution**

Upon dissolution of the organization, assets shall be distributed to one or more exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principle office of the Corporation is located, exclusively for the purposes or to such organization or organization as the court shall determine, which are organized and operated exclusively for the purposes exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VI**  
**Registered Agent and Registered Office**

The name of the registered agent of the Corporation, at the time of this Restatement of the Articles of Incorporation, is Anita Roessmann, 1022 Chestnut Street, Helena, Montana 59624 (telephone 406-461-5350), and the address of the initial registered office of the Corporation is P.O. Box 1222, Helena, Montana 59624. The registered agent shall also be the agent for service of process.

**ARTICLE VII**  
**Amendment**

These Articles may be amended by the Board of Directors at any regularly or specially called meeting of the Board, subject to any notice of the proposed amendment required by the Bylaws.

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**CERTIFICATE FOR FIRST RESTATED ARTICLES OF INCORPORATION**  
**for**  
**WORKING FOR EQUALITY AND ECONOMIC LIBERATION (WEEL)**  
**(to be renamed Helena Community Gardens)**

1. The new name of this nonprofit public benefit corporation is Helena Community Gardens.
2. This restatement of the article of incorporation amends the former articles of incorporation by changing the name of the corporation from WEEL to Helena Community Gardens; by eliminating voting members; and by conforming its statement of purpose to the narrower charitable and educational work now performed by the corporation, as a result of greatly diminished funding in recent years that led to the loss of paid staff, office space, and other resources.
3. In conformity with its organizational documents, the above-described amendments were properly adopted, on July 10, 2012, by a majority of the directors in office at the time.
4. This nonprofit corporation does not require the consent of members or third parties to amend its articles of incorporation. Thus, the above-described amendment does not require the consent of any persons other than the board of directors.
5. As Secretary of this nonprofit corporation and by the authority vested in me under its bylaws, I represent that the above statement is true and that the attached FIRST RESTATED ARTICLES OF INCORPORATION of the corporation is authentic, having been properly adopted by the board of directors, in accordance with the requirements of the Montana Nonprofit Corporation Act.

*John Miller* Co-Chair  
*Jim Bangrover* Co-Chair  
*Don Judge* - Director  
*Michelle* - Treasurer  
*Anta Rossmann*,  
 director

**Secretary of Working for Equality and Economic Liberation**

*Katie Knight*  
 \_\_\_\_\_  
 Signature  
*Katie Knight*  
 \_\_\_\_\_  
 Printed name  
*PO BOX 1222*  
 \_\_\_\_\_  
 Street address  
*Helena, MT 59624*  
 \_\_\_\_\_  
 City/State/Zip Code  
*(406) 285-1783*  
 \_\_\_\_\_  
 Telephone

This amendment was adopted by a sufficient vote of the Board of Directors. A vote of members was not required.