

**ARTICLES OF INCORPORATION**  
**OF THE**  
**WorkSafeMT™, Incorporated FOUNDATION**

Pursuant to the Montana Nonprofit Corporation Act, the undersigned, of legal age, adopts the following articles of incorporation.

1. **Name.** The name of the corporation is the WorkSafeMT, Incorporated Foundation.
2. **Duration.** The period of its duration is perpetual.
3. **Members.** The corporation will not have members.
4. **Public Benefit.** The corporation is a public benefit corporation.
5. **Purposes.** The corporation is organized and shall be operated not for profit, but exclusively for charitable, research, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of this objective, the corporation shall have the following primary purposes:
  - (a) To promote and improve the culture of health and safety in Montana through health and safety management systems, through people based safety initiatives, and through other related programs and activities;
  - (b) To assist injured workers in recovering from on the job injuries and occupational diseases by promoting evidence based stay-at-work and return-to-work programs; and
  - (c) To receive and disburse funds, property and gifts of any kind for the benefit of the above two purposes.

6. **Powers.**

(a) The general powers are granted to the corporation by the Montana Nonprofit Corporation Act, § 35-2-118, MCA, ~~are limited in that the corporation may not act in any way on any major funding or program decisions, projects or initiatives until those decisions, projects or~~

~~initiatives have been approved by the Labor Management Advisory Council on Workers Compensation (LMAC) or any successor thereto. Once approved by the LMAC, the corporation may exercise all the general powers granted by § 35-2-118, MCA.~~

(b) The corporation shall not engage in any activities or exercise any powers that are not in furtherance of the stated purposes of the corporation.

(c) In addition to the general powers as limited in (a), the Corporation has the following specific powers:

- (i) To aid in the fulfillment of safety and health educational initiatives, stay-at-work and return-to-work educational initiatives, and related charitable functions by providing funds and assistance;
- (ii) To make grants of any corporate property in order to further the purposes of the corporation;
- (iii) To solicit, accept, administer, and disburse funds of every kind or to hold property in trust as the corporation deems appropriate for furthering the purposes of the corporation;
- (iv) To receive grants from other sources and disburse such grants for the support of the purposes of the corporation; and
- (v) To ~~make distributions to~~ collaborate with the Montana Department of Labor & Industry to further the purposes of the corporation, for among other things, providing educational materials, advertising, health and safety equipment, support for stay-at-work and return-to-work programs and promotional items to public and private employers and employees operating within the State.

7. **Directors.** The corporation will be governed by a board of directors, who shall be appointed and elected in the manner provided in the bylaws.

8. **Registered Agent and Office.** The address of the initial registered office of the corporation is 1805 Prospect Avenue, Helena, Montana 59601. The name of the corporation's initial registered agent is Jerry Keck.

9. **Restricted Activities.** No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign or on behalf of or in opposition to any candidate for public office.

10. **Prohibited Activities.** Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11. **Prohibited Distributions.** No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Section 5.

12. **Dissolution.** Upon dissolution of the corporation, the Board of Directors shall, after paying or providing for payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively for the purposes of the corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the county in which the principal office

of the corporation is then located, exclusively for the corporation's purposes or to an organization or organizations organized and operated for the purposes as the Court shall determine.

13. **Bylaws.** Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these articles of incorporation.

14. **No Personal Liability.** There shall be no personal liability of any director to the corporation for monetary damages for breach of a director's duties to the corporation, provided that this limitation shall not apply to a breach of the director's duty of loyalty to the corporation; to acts or omissions not in good faith or involving intentional misconduct or knowing violation of the law; to transactions from which the director derives an improper personal economic benefit; or as otherwise limited in § 35-2-213(2)(e), MCA, or its successor.

15. **Incorporator.** The name and address of the incorporator is:

Jerry Keck  
1805 Prospect Avenue  
Helena, MT 59601

16. Revision to the Articles of Incorporation dated this \_\_\_\_\_ day of

\_\_\_\_\_, 2010.

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Jerry Keck, Incorporator